

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

Name of Listed Issuer: VALENS GROWWORKS CORP (the "Issuer").

Trading Symbol: VGW.

Date: August 11, 2017.

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: July 26, 2017.

Issued and Outstanding Securities of Issuer Prior to Issuance: 56,232,886.

Date of News Release Announcing Private Placement: July 26, 2017.

Closing Market Price on Day Preceding the Issuance of the News Release: \$1.00

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
0768390 BC Ltd. C/O Tim Tombe 3532 Barney Road, Westbank, BC	500,000	\$1.00		45-106 2.5	6,691,446	Aug 11 2017	DIRECTOR
1009368 BC Ltd. C/O Noreen Dale Spanell 103, 1461 St Paul St., Kelowna, BC	818,865	\$1.00		45-106 2.5	22,152,492	Aug 11 2017	INSIDER 10%+ SHAREHOLDER
Dave Gervais 1135 Neptune Road, Kelowna, BC	340,000	\$1.00		45-106 2.5	5,527,494	Aug 11 2017	DIRECTOR

John Binder 119 Hawkside Close NW, Calgary, AB	1,286,538	\$1.00		45-106 2.5	2,320,666	Aug 11 2017	DIRECTOR
Westland Capital Corp S.A. C/O Rob van Santen 14th Floor, 1040 West Georgia Street, Vancouver,	305,212	\$1.00		45-106 2.5	3,029,166	Aug 11 2017	Company CFO / Director is an executive of placee. Westland is indirectly controlled by related family members.

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: \$4,000,000.
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material.

The net proceeds from the offering will be used by the Company:

1.) to retire related party secured debt in the Company's wholly-owned subsidiary Valens Agritech in the amount of \$1.658 million, 2.) to retire related party unsecured debt in the Company in the amount of \$1.342 million, 3.) for facility enhancements in preparation for initial crop cultivation under the Company's Controlled Drugs and Substances Dealers Licence, 4.) to expedite the acquisition of a Licence to Produce ("LP") and Licence to Sell ("LS") under the revised Access to Cannabis for Medical Purposes Regulations ("ACMPR") process, and 5.) general working capital.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer:

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Signed Notes, Secured						
RP Lender	Owner(s)	Note Payable P+I	Convert Amt	Debt Balance	Shares	Warrants
0768390 BC Ltd.	(Tim Tombe)	\$597,764	\$500,000	\$97,764	500,000	250,000
1009368 BC Ltd.	(Noreen Spanell)	\$818,865	\$818,865		818,865	409,433
1022006 BC Ltd.	(Tim & Dave)	\$207,693	\$0	\$207,693	0	0
Dave Gervais		\$791,443	\$340,000	\$451,443	340,000	170,000
Tim Tombe		\$77,408	\$0	\$77,408	0	0
		\$2,489,651	\$1,658,865	\$834,308	1,658,865	829,433
Signed Notes, Unsecured						
RP Lender	Date of Loan	Note Payable P+I	Convert Amt		Shares	Warrants
High Noon	Feb 9 2017	\$522,940	\$522,940		522,940	261,470
John Binder	Apr 18 2017	\$513,599	\$513,599		513,599	256,799
		\$1,036,538	\$1,036,538		1,036,538	518,269
Westland Capital	2016 (no interest)	\$305,212	\$305,212		305,212	152,606
		\$1,341,751	\$1,341,751		1,341,751	670,875
TOTAL DEBT TO BE CONVERTED		\$3,831,402	\$3,000,616		3,000,616	1,500,308
John Binder	PP subscriber Aug/17		\$250,000		250,000	125,000
FIRST TRANCHE PP AUG 11, 2017			\$3,250,616		3,250,616	1,625,308

4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.

See 3 above. Secured Promissory Notes filed with Share Exchange Agreement, Unsecured Notes on file, available upon request. Westland Capital advances are on demand with no fixed terms for repayment.

5. Description of securities to be issued:

- (a) Class COMMON.
- (b) Number 3,250,616.
- (c) Price per security 1.00.
- (d) Voting rights YES.

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:

- (a) Number 1,625,308.
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 1,625,308
- (c) Exercise price \$1.50

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- (d) Expiry date 1 year .
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount N/A .
- (b) Maturity date _____ .
- (c) Interest rate _____ .
- (d) Conversion terms _____ .
- (e) Default provisions _____ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A.
- (b) Cash _____ .
- (c) Securities _____ .
- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. _____ .
- (f) Exercise price of any options, warrants etc. _____ .
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship N/A
- _____ .
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
- _____ .
11. State whether the private placement will result in a change of control.
- N/A
- _____ .

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. _____

_____ .

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102.

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: _____
_____ .

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: _____
_____ .

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

(a) Total aggregate consideration in Canadian dollars: _____ .

(b) Cash: _____ .

(c) Securities (including options, warrants etc.) and dollar value: _____
_____ .

(d) Other: _____ .

(e) Expiry date of options, warrants, etc. if any: _____ .

(f) Exercise price of options, warrants, etc. if any: _____ .

(g) Work commitments: _____ .

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____
_____ .
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____
_____ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
 - (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____
_____ .
 - (b) Cash _____ .
 - (c) Securities _____ .
 - (d) Other _____ .
 - (e) Expiry date of any options, warrants etc. _____

- (f) Exercise price of any options, warrants etc. _____ .
9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. _____

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. _____

_____ .

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated August 11, 2017.

Robert van Santen
Name of Director or Senior
Officer

"Rob van Santen"
Signature

Chief Financial Officer
Official Capacity