

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

November 30, 2016

Item 3 News Release

The news release dated November 30, 2016 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

November 30, 2016

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For Immediate Release

November 30, 2016

VALENS GROWWORKS ANNOUNCES PRIVATE PLACEMENT AND STOCK OPTION GRANT

Vancouver, B.C., November 30, 2016 – **Valens Growworks Corp. (CSE: VGW)** (the “**Company**”) is pleased to announce a non-brokered private placement of up to 2,000,000 units (the “**Units**”) at a price of \$0.65 per Unit for gross proceeds of up to \$1,300,000 (the “**Offering**”). The net proceeds from the Offering will be used by the Company for security upgrades to the Company’s R&D facility in Kelowna and general corporate purposes, including the partial repayment of related party loans and accrued payables.

Each Unit will consist of one common share of the Company (a “**Common Share**”) and one-half of a Common Share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant will entitle the holder thereof to purchase one Common Share at a price of \$1.15 for a period of 12 months from the closing of the Offering, subject to the acceleration provision described below. The Units will be made available by way of prospectus exemptions in Canada and in such other jurisdictions as the Company may agree where the Units can be issued on a private placement basis, exempt from any prospectus, registration or other similar requirements.

The Company will be entitled to accelerate the expiry date of the Warrants to the date that is 30 days following the date the Company issues a news release announcing that the published closing price of the Common Shares on the Canadian Securities Exchange (the “**CSE**”) has been equal to or greater than \$1.65 for ten consecutive trading days after the hold period on the Common Shares has expired.

The Company may pay a finder’s fee on the Offering within the amount permitted by the policies of the CSE. Closing of the Offering is subject to a number of conditions, including receipt of all necessary corporate and regulatory approvals, including the CSE. All securities issued in connection with the Offering will be subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation.

Stock Options

The Company has granted incentive stock options to certain directors, officers and consultants of the Company to purchase up to 2.55 million common shares of the Company at a price of \$0.65 per common share. The stock purchase options are exercisable on or before December 1, 2021 and vest in stages over the course of a year with 25% to vest immediately and a further 25% of the options to vest in each three-month period thereafter. The stock options are being granted pursuant to the terms of the Company’s stock option plan and are subject to regulatory approval.

About Valens Growworks Corp.

The Company recently completed the acquisition of Valens Agritech (“**Valens**”). Valens is biotechnology company based in the Okanagan Valley of British Columbia, focused on cannabis cultivation and research, with assets and improvements that include a state-of-the-art 17,000 square foot R&D facility located in Kelowna, British Columbia. Valens is currently awaiting final inspection, scheduled for the week of January 9, 2017, by the Regional Inspectorate of the Office of Controlled Substances of Health Canada for a Controlled Drugs and Substances Dealer’s Licence (including the activities of cultivation, production (extraction), packaging, possession, sale, transportation, delivery and research). Valens anticipates holding both the R&D oriented Dealer’s licensing as well as a Licensed Producer (“**LP**”) contract from Health Canada under the Access to Cannabis for Medical Purposes Regulations (ACMPR), enabling the capture of a broad spectrum of medical marijuana users and recreational users once legalized.

The Company intends to launch a new corporate website at www.valensgroworks.com in due course. Meanwhile, historical corporate information will continue to be accessible at www.genovationcapital.ca as well as on SEDAR and the CSE's website at <http://thecse.com/en/listings/life-sciences/valens-groworks-corp>.

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

(signed) "Robert van Santen"
Chief Executive Officer

For further information, please contact:

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Cautionary statements

This press release contains forward-looking information based on current expectations. Statements about the Company's expectations are all forward-looking information. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Genovation Capital assumes no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by law. Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release. We seek safe harbor.