(FORMERLY GENOVATION CAPITAL CORP.)

MANAGEMENT'S DISCUSSION & ANALYSIS

For the Three and Six Months ended October 31, 2016 and 2015

The purpose of this Management Discussion and Analysis (MD&A) is to explain management's point of view regarding the past performance and future outlook of Valens GroWorks Corp. ("Valens" or the "Company").

This report intends to complement and supplement the condensed financial statements and the related notes thereon (the "financial statements") as well as important trends and risk affecting the Company's financial performance, and should be read in conjunction with the financial statements and the accompanying notes for the the three and six months ended October 31, 2016. The financial statements of subsidiaries are included in the audited consolidated financial statements from the date that control commences until the date that control ceases.

All financial information contained in this MD&A is current as of December 19, 2016 unless otherwise stated.

All financial information in this MD&A has been prepared in accordance with International Financial Reporting Standards ("IFRS") and all dollar amounts are expressed in Canadian dollars, unless otherwise specified.

Additional information regarding the Company is available on SEDAR at www.sedar.com, and the Company's website www.valensgroworks.ca. The date of this MD&A is December 19, 2016.

FORWARD-LOOKING INFORMATION

Inherent in forward-looking statements involve known and unknown risks, and factors may include, but are not limited to: unavailability of financing, changes in government regulation, general economic condition, general business conditions, limited time being devoted to business by directors, escalating professional fees, escalating transaction costs, competition, fluctuation in foreign exchange rates, competition, stock market volatility, unanticipated operating events and liabilities inherent in industry. Readers are cautioned that the foregoing list of important factors and assumptions is not exhaustive. Forward-looking statements are not guarantees of future performance. Events or circumstances could cause the Company's actual results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of factors, whether as a result of new information or future events or otherwise, except as may be required under applicable laws.

Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, the following assumptions: that there is no material deterioration in general business and economic conditions; that there is no unanticipated fluctuation of interest rates and foreign exchange rates; that the supply and demand for, deliveries of, and the level and volatility of commodity prices develop as expected; that the Company receives regulatory and governmental approvals as are necessary on a timely basis; that the Company is able to obtain financing as necessary on reasonable terms; that there is no unforeseen deterioration in the Company's activity costs; that the Company is able to continue to secure adequate transportation as necessary for its exploration activities; that the Company is able to procure equipment and supplies, as necessary, in sufficient quantities and on a timely basis; that exploration activity timetables and capital costs for the Company's planned projects are not incorrectly estimated or affected by unforeseen circumstances; that costs of closure of various operations are accurately estimated; that there are no unanticipated changes to market competition; that the Company's estimates in relation to its natural resource interests are within reasonable bounds of accuracy and that the geological, operational and price assumptions on which these are based are reasonable; that no environmental and other proceedings or disputes arise; and that the Company maintains its ongoing relations with its employees, consultants and advisors.

Readers are cautioned that the foregoing list of important factors and assumptions is not exhaustive. Forward-looking statements are not guarantees of future performance. Events or circumstances could cause the Company's actual results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of factors, whether as a result of new information or future events or otherwise, except as may be required under applicable laws.

The forward looking statements contained herein are based on information available as of December 19, 2016.

DESCRIPTION OF BUSINESS & OUTLOOK

Valens GroWorks Corp. (the "Company" or "Valens") was incorporated under the laws of British Columbia as Mayen Minerals Ltd. on January 14, 1981. The Company is a reporting issuer in British Columbia, Alberta and Ontario. From inception, the Company was an exploration stage enterprise engaged in acquiring, exploring and developing resource properties.

On August 27, 2012 the Company came under new management seeking to transition the Company as a TSX Venture Exchange ("TSX-V") Tier 2 mining issuer to oil and gas issuer. The Company completed a two-for-one stock split and a corporate name change to Rift Basin Resources Corp. The Company's trading symbol changed from "MYM" to "RIF" effective September 25, 2012.

On August 12, 2013, pending the acquisition of a qualifying oil and gas property, the common shares of the Company were delisted from Tier 2 of the TSX-V and commenced trading on the NEX board under the trading symbol "RIF.H".

On August 22, 2014 the common shares of the Company were voluntarily delisted from the TSX-V. The Company changed its name to Asean Energy Corp. and its common shares commenced trading on the Canadian Securities Exchange ("CSE") under trading symbol "ASA" on August 25, 2014 to reflect its oil and gas initiatives in Southeast Asia.

Effective October 1, 2014 the Company changed its management team to restructure and refocus the company in response to falling oil and gas prices.

At its March 2, 2015 AGM shareholders of the Company voted unanimously in favour of a Plan of Arrangement ("POA"), resulting in a final order from the Supreme Court of British Columbia whereby the Company's three subsidiaries were spun out and a distribution of their common shares was completed to the Company's shareholders of record on a pro rata basis, completed on March 16, 2015. Following this distribution, on April 15, 2015 the Company consolidated its share capital on a 10:1 basis.

Effective August 20, 2015 the Company changed its name to Genovation Capital Corp. and its common shares commenced trading under the trading symbol "GEC" on the CSE, reflecting efforts to reposition the Company to attract a near-cash-flow acquisition or reverse-merger opportunity.

The Company has announced two proposed transactions, each of which constitutes a "Fundamental Change" pursuant to CSE Policy:

- On November 24, 2015 the Company announced entering into a binding arm's length commitment letter with MKHS, LLC ("MKHS") whereby MKHS committed to be acquired by the Company through a share exchange transaction, first announced on November 2, 2015.

- On March 30, 2016 the Company entered into a binding arm's length commitment letter with Valens Agritech Ltd. ("VAG") whereby VAG committed to be acquired by the Company through a share exchange transaction, first announced on December 14, 2015.

Shareholders unanimously approved both transactions at its April 29, 2016 Annual and Special Meeting of Shareholders. On July 8, 2016 the Company received conditional approval from the CSE for the acquisition of VAG, putting the MKHS transaction on hold.

On July 15, 2016 the Company completed a consolidation of its share capital on a 3:1 basis. All share and per share amounts have been restated to reflect the consolidation.

On November 2, 2016 the Company announced the acquisition (the "Transaction") of all the issued and outstanding shares of VAG by way of a share exchange agreement dated October 31, 2016, (the "SEA"). Valens is a privately held biotechnology company based in the Okanagan Valley of British Columbia, focused on the cannabis cultivation and research business, with assets and improvements that include a state-of-the-art 17,000 square foot research and development facility located on a small acreage in Kelowna.

VAG has expended over $2.7 million to satisfy the stringent security requirements for a Controlled Drugs and Substances Dealer's Licence (including the activities of cultivation, production (extraction), packaging, possession, sale, transportation, delivery and research), and is currently awaiting final inspection by the Regional Inspectorate of the Office of Controlled Substances, Health Canada, scheduled for the week of January 9, 2017.

Pursuant to the terms of the SEA, the Company is issuing to the shareholders of VAG (the "VAG Shareholders") an aggregate of 36 million common shares of the Company ("Transaction Shares") and finders' fees ("Finder Shares") totaling 675,000 common shares at closing of the Transaction, subject to a combination of milestone vesting criteria, regulatory escrow provisions and a voluntary pooling agreement, over a period of 36 months.

SIGNIFICANT EVENTS, TRANSACTIONS AND ACTIVITIES

On August 29, 2014 the Company completed a non-brokered private placement of 43,110 units at a price of $1.80 per unit for gross proceeds of $77,600. Each unit consisted of one common share and one-half of a common share purchase warrant, with one full warrant entitling the holder to purchase one common share at a price of $6.00 up to August 29, 2015, subject to acceleration conditions.

On December 2, 2014 the Company completed a non-brokered private placement of 180,000 units at a price of $1.50 per unit for gross proceeds of $270,000 of which $12,500 was exchanged for payables. Each unit consisted of one common share of the Company, one-half of a common share of Servomarin Industries Corp. ("SIC"), and the right to acquire for no additional consideration a one-half share purchase warrant of SIC, with each full SIC warrant exercisable to acquire one additional common share of SIC at a price of $3.00 for a period of one year from closing of a Plan of Arrangement ("POA").

On January 16, 2015 the Company completed a non-brokered private placement of 153,333 units at a price of $1.50 per unit for gross proceeds of $230,000, of which $20,000 was exchanged for payables and $50,000 was paid on behalf of SIC as a signing bonus to a consultant. Each unit consisted of one common share of the Company, and the right to acquire for no additional consideration one-half of a common share of SIC, and a one-half share purchase warrant of SIC, with each full SIC warrant exercisable to acquire one additional common share of SIC at a price of $3.00 for a period of one year from closing of the POA. A change to deficit of $92,000 resulted from the issuance of the SIC share rights and warrants pursuant to the January 16, 2015 share issuance.

On April 15, 2015 the Company consolidated its issued and outstanding common shares on the basis of one (new) post consolidation share for each ten (old) pre-consolidation shares. The Company had 90,391,049 common shares issued and outstanding. Following the consolidation, the Company had 9,039,101 common shares issued and outstanding.

On June 16, 2015 the Company closed a non-brokered private placement of 2,115,734 shares at a price of $0.15 per share. The Company received cash proceeds of $120,000, settled the promissory note payable of $147,360 (Note 11) and settled accounts payable of $50,000. The Company recognized a $39,472 loss on the debt settlements which represented the difference between the trading price and the settlement price on the issuance date.

On August 18, 2015 the Company's name was changed from "Asean Energy Corp." to "Genovation Capital Corp." and the Company's trading symbol changed from "ASA" to "GEC".

On September 22 and October 23, 2015 the Company closed two tranches of a non-brokered private placement of 944,444 units at a price of $0.225 per unit. The Company received cash proceeds of $192,750 and settled accounts payable of $19,750. Each unit consisted of one common share and one common share purchase warrant, with each warrant entitling the holder to purchase one common share at a price of $0.75 up to September 22 and October 23, 2017 respectively, subject to acceleration conditions.

On November 2, 2015 the Company announced entering into an arm's length non-binding letter of intent with MKHS which outlines the general terms and conditions of a proposed transaction pursuant to which the Company proposes to acquire all of the issued and outstanding securities of MKHS in exchange for common shares of the Company (the "MKHS Transaction").

MKHS is a vertically integrated, fully licensed, Arizona-based marijuana cultivation, extraction and medicinal dispensary business. MKHS operates an 11,000 sf warehouse cultivation, commercial kitchen and extraction facility, and a separate 3,000 sf automated greenhouse located on 9.5 acres ("Littletown"), zoned for expansion to 100,000 sf. The company supplies medical marijuana pursuant to the Arizona Medical Marijuana Act, operates two state-licensed "healing center" dispensaries and distributes its own in-house prepared, branded line of edibles, concentrates and extracts.

The proposed MKHS Transaction constitutes a "Fundamental Change" as defined in CSE policies. A Fundamental Change is a major acquisition accompanied by a change of control, whereby the transaction results in a change of control, commonly referred to as a "reverse take-over".

On November 9, 2015 the Company completed the first tranche of a convertible debenture offering of 2,680 $100 convertible debentures (collectively the "CDs") for proceeds of $268,000 (US$200,000). Each $100 CD entitles the debenture holder (the "Holder") thereof to convert into 833 common shares of the Company, for a period of up to six months (the "Maturity Date"). The CDs are non-interest-bearing, however should the investor fail to convert any or all CDs by the maturity date a bonus payment of up to US$40,000 shall be payable to the Holder. All securities issued in connection with the offering are subject to a statutory hold period of four months plus a day from the date of distribution in accordance with applicable securities legislation. The debentures were subscribed for by Westland Capital Advisors S.A. ("Westland"), a non-arm's-length party to the Company. A director and the Company's CEO is an officer of Westland.

On November 24, 2015 the Company announced entering into a binding commitment letter with MKHS in respect of the MKHS Transaction first announced on November 2, 2015. Under the terms of the Transaction, the Company will consolidate its share capital on a one-for-three basis (the "Consolidation") and fund MKHS' working capital needs and facilities expansion. Trading in the common shares of the Company was halted as a result of this announcement and will remain halted until such time as all required documentation has been filed and permission to resume trading has been obtained from the CSE.

Under the commitment letter, the Company agreed to advance US$200,000 secured and guaranteed under separate agreements and private arrangement with a Director and shareholder of the Company, US$200,000 to be arranged by or on behalf of the Company or by one of its consultants via any combination of debt and/or equity, US$450,000 to be arranged subsequent to the above described US$400,000, either on a fully secured basis, acceptable to the lender, and/or through an interim equity raise by the Company, and US$3.15 million to be raised through a mutually acceptable combination of equity and/or debt in due course.

Proceeds of the financings will be used by MKHS to execute its business plan, including the build out and expansion of a larger greenhouse facility, purchase of property required for expansion, and for general working capital purposes. All advances to MKHS by the Company will be secured and collateralized pending the closing of the Transaction. The MKHS Transaction shall take place by way of a share exchange or other similar form of transaction.

On December 14, 2015 the Company announced entering into a non-binding letter of intent with Valens Agritech Ltd. ("VAG") outlining the general terms and conditions of a proposed transaction whereby the Company acquires all of the issued and outstanding securities of VAG in exchange for common shares of the Company (the "VAG Transaction").

VAG is a privately held biotechnology company based in the Okanagan Valley of British Columbia, focused on the emerging Cannabinoid market. VAG is in the cannabis cultivation and research business, which includes the assets and improvements of a 17,000 sf research and development facility in the Okanagan Valley, and anticipated approvals, upon inspection from Health Canada, for a controlled drug and substance dealer's license (including the activities of cultivation, production (extraction), packaging, possession, sale, transportation, delivery and research).

The VAG Transaction is proposed to take place by way of a share exchange or other similar form of transaction. The Company, VAG and the shareholders of VAG would exchange all of the issued and outstanding shares of VAG for 36,000,000 post-consolidation common shares of the Company, to be issued to the shareholders of VAG and held under three-year voluntary and Exchange imposed pooling and escrow agreements.

On January 21, 2016 the Company closed the second CD tranche of the Offering raising $363,500 (US$250,000).

On February 16, 2016 the Company closed its non-brokered private placement of 3,011,984 shares at a price of $0.24 per share for gross proceeds of $722,876 (US$500,000).

On March 30, 2016 the Company entered into a binding commitment letter for the completion of the VAG Transaction. The VAG Transaction will be structured such that the shareholders of VAG will receive 36 million shares ("Transaction Shares") of the Company (subject to specific vesting conditions) in exchange for all the issued and outstanding securities of VAG. The Company has also agreed to issue 675,000 finders' shares on completion of the Transaction.

After the closing of the Transaction, the Company will undertake the following capital raising efforts:

- The Company will undertake to raise in aggregate $6,000,000 before direct fees and expenses in support of VAG's business plan, subject to Valens's successful licensing and Health Canada approvals being achieved;
- In the event Valens has not yet achieved its full licensing objectives, the Company is obligated to raise capital equal to the percentage of vested Transaction Shares over the aggregate number of Transaction Shares (the "Initial Funding");
- Within three months after closing of the Transaction, the Company will raise not less than $1,200,000 of the Initial Funding to fund VAG's business plan ("First Tranche");
- Subsequent to the First Tranche, the Company will complete additional private placements and/or debt financings that satisfy the balance of the Initial Funding, on terms and conditions as agreed upon and directed by the proposed board of directors and appointed management; and
- Subsequent to the First Tranche, holders of VAG's shareholder loans shall have a right of first refusal to participate in capital raising efforts to the extent of the outstanding balance of their respective shareholder loans.

In the event that the Company fails to complete the Initial Funding within six months after the closing of the Transaction, either the number of Transaction shares shall be adjusted to the mutual satisfaction of all parties and as approved by the Board or, at the option of VAG, the Company shall utilize its free cash flow (including cash flow generated directly or indirectly as a result of the Company's investment in MKHS or its carried interest as a member in MKV Ventures 1, LLC ("MKV1"), to support the VAG business plan.

In the event the Initial Funding takes place at less than an average $0.50 per share, the former shareholders of VAG (the "Vendors") may at their option receive a pro rata adjustment to their purchase price shares such that, the greater dilution directly resulting from the failure to complete the financing at the minimum price is fully compensated for such that the Vendors are issued additional shares pro rata to attain the dilution realized should the financing have taken place at $0.50.

VAG agreed to accrue $50,000 payable to the Company as cost recoveries. $10,000 was deemed earned upon execution of the commitment letter (March 30, 2016), $20,000 upon the Company receiving shareholder approval of the transaction (April 29, 2016) and $20,000 upon receiving conditional acceptance from the CSE (July 8, 2016). Amounts will be immediately payable if the agreement is terminated and the condition has been met. At October 31, 2016, $50,000 was included in receivables.

The terms of the agreement with VAG is more particularly set forth in a definitive share exchange agreement entered into by the two parties.

The Company filed a Management Information Circular for shareholders of record as at March 24, 2016. On April 29, 2016 the Company received unanimous approval from its shareholders for:

a) the proposed acquisition of Valens through the exchange of all of the issued and outstanding securities of Valens in exchange for securities of Valens GroWorks;

b) the proposed acquisition of MKHS through the exchange of all of the issued and outstanding securities of MKHS in exchange for securities of Valens, subject to receipt of IFRS-standard audited financial statements;
c) a consolidation of its share capital on a 3:1 basis as announced on November 2, 2015;
d) the Company's intention to undergo a name change, subject to regulatory approval;
e) the reappointment of Davidson & Company LLP as auditors of the Company for the ensuing year at the remuneration to be set by the directors.

The Company has advanced $2,329,408 (US$1,756,313) to MKHS to date. Funds advanced to MKHS have been used to enter into purchase options on the warehouse property and the Littletown greenhouse property, and expand the operations thereon through warehouse leasehold improvements and the purchase and set up of an additional 24,000 sf of greenhouse capacity and 3,000 sf of administrative space at Littletown.

The Company's advances were completed to meet the terms and conditions of the Company's initial LOI with MKHS dated October 30, 2015 and the superseding binding letter of commitment (the "LOC") dated November 24, 2015, whereby MKHS committed to be acquired by the Company through a share exchange transaction. An Operating Agreement (the "OA") with MKV Ventures 1, LL ("MKV1") was entered into between MKHS and Westland, which has provided the Company several non-interest bearing loans, whereby the funded expansion is separately administered and controlled.

In the event that MKHS terminates the LOC without grounds, or fails to execute a follow-on agreement whereby the Company acquires MKHS under the terms as substantially announced in its news release of December 14, 2015, or MKHS fails to provide IFRS-standard annual audited financial statements to the Company, and as a result the Company elects to terminate the LOC, MKHS' fifty percent membership interest in MKV1 shall be deemed transferred to the Company without the need for further documentation. In the event the transaction between MKHS and the Company does not close for any other reason, MKHS shall be deemed to have transferred ten percent of its membership interest in MKV1 to the Company without the need for further documentation, and the Company shall be deemed admitted as a Member under the OA.

Under the afore-described circumstances, the Company remains a Member until such time as it has received distributions from the greater of twelve successful harvests or for two years of harvests from the additional funded greenhouse capacity. There have been discussions held and draft agreements circulated to mitigate the 50%-forfeiture penalty limited to 12 crops under the original OA, to a straight 10% interest into perpetuity for the benefit of the Company.

On May 9, 2016 $268,000 (US$200,000) principal amount of the issued and outstanding $100 CDs were exercised for conversion to 2,233,333 common shares of the Company.

On July 8, 2016 the Company and Westland agreed to extend the conversion period for the remaining issued and outstanding $363,500 (US$250,000) CDs to coincide with the closing date of the Valens Transaction.

On July 8, 2016 the Company received conditional approval from the CSE for its proposed Valens Transaction. CSE approval of the Valens-proposed Company board nominees and a proposed significant shareholder is the sole condition precedent to the CSE's approval to complete the Valens Transaction, the Company's Fundamental Change, and resume trading on the CSE.

On July 15, 2016 the Company completed a share consolidation, consolidating its issued and outstanding common shares on the basis of one (new) post consolidation share for each three (old) pre-consolidation shares. The exercise or conversion price and the number of common shares issuable under any of the Company's outstanding warrants and stock options have been proportionately adjusted to reflect the consolidation in accordance with their respective terms thereof. No fractional common shares were issued pursuant to the consolidation, and any fractional common shares that would otherwise be issued were rounded down or up to the nearest whole number.

On November 1, 2016 a final Form 2A Listing Statement for the Company dated October 31, 2016 was filed with the CSE is support of the VAG Transaction and the business of the combined company, including proposed director and officer biographies. The proposed acquisition of MKHS was not a part of the Listing Statement due to delays encountered, particularly with MKHS' inability to provide IFRS-standard audited financial statements as required by the Canadian regulatory process.

On November 2, 2016 the Company announced the acquisition (the “Transaction”) of all the issued and outstanding shares of Valens Agritech Ltd. (“VAG”) by way of a share exchange agreement dated October 31, 2016, (the “SEA”).

VAG has expended over $2.7 million to satisfy the stringent security requirements for a Controlled Drugs and Substances Dealer's Licence (including the activities of cultivation, production (extraction), packaging, possession, sale, transportation, delivery and research), and is currently awaiting final inspection by the Regional Inspectorate of the Office of Controlled Substances, Health Canada, scheduled for the week of January 9, 2017.

Pursuant to the terms of the SEA, the Company is issuing to the shareholders of VAG (the “VAG Shareholders”) an aggregate of 36 million common shares of the Company (“Transaction Shares”) and finders’ fees (“Finder Shares”) totaling 675,000 common shares at closing of the Transaction, subject to a combination of milestone vesting criteria, regulatory escrow provisions and a voluntary pooling agreement, over a period of 36 months.

The Transaction is a fundamental change under the policies of the Canadian Securities Exchange (the “CSE”). The Company’s Form 2A Listing Statement dated October 31, 2016 is available under the Company's SEDAR and CSE profiles, providing further details concerning the Transaction and the business of the combined company.

On November 2, 2016 Westland Capital Advisors S.A. (“Westland”) exercised all remaining issued and outstanding Convertible Debentures totaling $363,500 (US$250,000) concurrently with the closing of the Transaction, into 3,029,166 common shares of the Company.

On November 24, 2016 the Company changed its name from Genovation Capital Corp. to Valens GroWorks Corp. and commenced trading under the new name and trading symbol "VGW" following the issue of the CSE’s bulletin to dealers. The Company’s new CUSIP number is 91913D106 and the new ISIN is CA91913D1069. There is no change to the Company’s share structure.

On November 30, 2016 the Company announced 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.

On November 30, 2016 the Company 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.

RESULTS OF OPERATIONS

For the period ended October 31, 2016 the Company reported a loss of $123,883 ($0.01 per share), compared to a loss of $99,752 ($0.02 per share), for the comparable period in 2015. The increase in the loss reported is due to an increase in professional fees associated with the VAG Transaction.

SELECTED FINANCIAL INFORMATION

All financial information in this MD&A has been prepared in accordance with IFRS.

The following financial data is derived from the Company's annual audited consolidated financial statements for the years ended April 30, 2016, 2015 and 2014:

	2016 $	2015 $	2014 $
General and administrative expenses	898,675	898,675	928,824
Project development expenses	253,299	253,299	621,353
Loss and comprehensive loss	(1,149,397)	(1,149,397)	(1,445,054)
Basic loss per common share	(0.14)	(0.14)	(0.03)
Diluted loss per common share	(0.14)	(0.14)	(0.03)
Working capital (deficiency)	(258,728)	(258,728)	225,017
Total assets	366,099	366,099	427,367
Total liabilities	371,166	371,166	196,037

All of the Company's projects are at the exploration stage and to date the Company has not generated any revenues.

At October 31, 2016, the Company had not yet achieved profitable operations and has accumulated losses of $7,088,556 (April 30, 2016-$6,858,251) since inception. These losses resulted in a net basic loss per share for the period ended October 31, 2016 of $0.02 (2015 - $0.02; 2014 - $0.28).

SUMMARY OF QUARTERLY REPORTS

Results for the four quarters ending October 31, 2016, with comparatives for the four quarters ending October 31, 2015; all prepared using accounting principles consistent with IFRS:

	Three Months Ended			
	October 31, 2016 $	July 31, 2016 $	April 30, 2016 $	January 31, 2016 $
Interest income	-	-	-	-
Loss and comprehensive loss	(123,883)	(106,155)	(554,253)	(112,714)
Basic and diluted loss per share	(0.01)	(0.01)	(0.09)	(0.02)

	Three Months Ended			
	October 31, 2015 $	July 31, 2015 $	April 30, 2015 $	January 31, 2015 $
Interest income	-	-	-	-
Loss and comprehensive loss	(99,752)	(24,185)	(103,552)	(274,648)
Basic and diluted loss per share	(0.02)	(0.00)	(0.01)	(0.03)

Quarterly results will vary in accordance with the Company's acquisition and development activities.

Variances quarter over quarter can be explained as follows:

There was an increase in general and administrative expenses from $99,798 in the quarter ended October 31, 2015 to $123,887 in the quarter ended October 31, 2016.

- General and administrative expenses increased primarily due to the following:
  - The 2016 comparable quarter saw an increase $23,329 of professional fees related to the Fundamental Change of business and the acquisition of Valens Agritech Ltd.

Second Quarter
During the quarter ended October 31, 2016, operating and administrative expenses totaled $123,887, primarily consisting of management fees of $48,750, rent and office expenses of $12,376, consulting fees of $19,762, travel and related of $8,589, and filing fees and transfer agent of $5,622.

GENERAL AND ADMINISTRATIVE

The operating and administrative expenses for the period ended October 31, 2016 totaled $123,887 (October 31, 2015: $99,798), including share-based compensation issued during the period, valued at $1,322 (October 31, 2015: $nil) calculated using the Black Scholes option pricing model. Comparatively, the major expenses for the period ended October 31, 2016 were management fees of $48,750 (October 31, 2015 - $50,001), consulting fees of $17,762 (October 31, 2015 - $15,000), professional fees of $26,594 (October 31, 2015 - $3,265), insurance expense of $nil (October 31, 2015 $1,660), office expenses of $12,376 (October 31, 2015 - $11,323), transfer agent and filing fees of $5,622 (October 31, 2015 - $6,018), telephone of $56 (October 31, 2015 - $1,129), and travel and related costs of $8,589 (October 31, 2015 - $10,092).

The table below details the changes in major expenditures for the three months ended October 31, 2016 as compared to the corresponding period ended October 31, 2015:

Expenses	Increase in Expenses	Explanation for Change
Consulting fees	Increase of $4,762	Increase due to significant Exchange filings and prospectus-level disclosure for the Company's Fundamental Change and acquisition.
Insurance expenses	Decrease of $1,660	Decrease due to termination of downtown office premises and related liability exposure.
Office and rent expense	Increase of $1,053	Increase due to increase in rent expenses, supplies as business activity increases.
Share-based compensation	Increase of $1,322	Increase due to increase in stock options granted to incentivize consultants.
Telephone	Decrease of $1,073	Decrease due to decrease in business development activities and international travel.
Travel and business development	Increase of $1,503	Decrease due to decrease in business development activities pending acquisition completion, and local nature of activities.
Transfer agent and filing fees	Decrease of $396	Decrease due to lack of CSE relisting fees, fundamental change of business expenses, and share consolidation and financing activities during period.

The Company's primary source of funding is through the issuance of share capital. When the capital markets are depressed, the Company's activity level normally declines accordingly. As capital markets strengthen and the Company is able to secure equity financing with favorable terms, the Company's activity levels and the size and scope of acquisitions and planned activities will typically increase.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

The Company has no current income-generating business activities and is not in commercial operation on any properties and accordingly, the Company does not generate cash from operations. The Company finances its acquisition and acquisition activities by raising capital from equity markets from time to time.

As at October 31, 2016, the Company's liquidity and capital resources are as follows:

	October 31, 2016 $	April 30, 2016 $
Cash and cash equivalents	8,912	70,720
Receivables and prepaid	88,275	65,153
Prepaid expenses	600	-
Investment in MKHS, LLC	2,329,408	1,907,293
Total current assets	2,427,195	2,043,166
Payables and accrued liabilities	1,435,636	827,583
Convertible debentures	371,547	618,261
Total current liabilities	1,807,183	1,445,844
Working capital	620,012	597,322

As at October 31, 2016, the Company had a cash and cash equivalents position of $8,912 (April 30, 2016 - $70,720) derived from the net proceeds of private placements and related party loans. As at October 31, 2016, the Company had working capital of $620,012 (April 30, 2016 – $597,322).

On July 8, 2016 the Company and Westland agreed to extend the conversion period for the remaining issued and outstanding $363,500 (US$250,000) CDs to coincide with the closing date of the Valens Transaction. On November 2, 2016 Westland exercised the remaining $363,500 CDs into 3,029,166 common shares of the Company.

The Company's continuation as a going concern is dependent upon successful results from its exploration and evaluation activities and its ability to attain profitable operations and generate funds therefrom and/or raise equity capital or borrowings sufficient to meet current and future obligations. Management intends to finance operating costs over the next twelve months with current cash on hand, proceeds from the exercise of warrants and stock options, and further private placements. There is no assurance that the Company will be successful in raising additional capital on commercially reasonable terms or at all. See "Risks and Uncertainties".

OFF-BALANCE SHEET AGREEMENTS

The Company has not engaged in any off-balance sheet arrangements such as obligations under guarantee contracts, a retained or contingent interest in assets transferred to an unconsolidated entity, any obligation under derivative instruments or any obligation under a material variable interest in an unconsolidated entity that provides financing, liquidity, market risk or credit risk support to the Company or engages in leasing or hedging services with the Company.

COMMITMENTS

In July 2012, the Company entered into two separate consulting agreements with officers and directors of the Company to provide management consulting and exploration services to the Company for an indefinite term effective July 1, 2012. Effective October 1, 2014 a corporate reorganization and resignation resulted in the non-renewal of one consulting agreement and a reduction to management consulting and exploration services expense to the Company, such that the total payments under contract are $15,000 per month to the Company's Chairman and Chief Executive Office.

TRANSACTIONS WITH RELATED PARTIES

During the periods ended October 31, 2016 and 2015 the Company engaged in the following transactions with related parties, not disclosed elsewhere in this MD&A:

i. During the period ended October 31, 2016 accrued management fees and benefits of $48,750 (2015 - $48,750) to a company controlled by the Chief Executive Officer and a director of the Company.

ii. During the period ended October 31, 2016 the Company borrowed $76,290 (2015 - $nil) from a company controlled by the Chief Executive Officer and a director of the Company.

iii. As at October 31, 2016 $1,339,417 (2015 - $7,459) was due to related parties, included in accounts payable and accrued liabilities. The amounts due to related parties are unsecured, non-interest bearing and have no fixed terms for repayment.

iv. During the period ended October 31, 2016, $8,400 (2015 - $12,000) rent was paid or accrued to a company controlled by a family member of a director and officer of the Company.

v. As at October 31, 2016, $19,762 (October 31, 2015-$15,000) consulting fees were paid or accrued for services performed by a company controlled by a family member of a director of the Company.

Summary of key management personnel compensation is as follows:

	For the three months ended October 31, 2016	2015
Share-based compensation*	$ 1,322	$ -
Consulting, management and directors' fees	$ 48,750	$ 48,750

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including directors (executive and non-executive) of the Company.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of the Financial Statements in conformity with IFRS requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities, as well as the reported revenues and expenses during the reporting period. Based on historical experience and current conditions, management makes assumptions that are believed to be reasonable under the circumstances. These estimates and assumptions form the basis for judgments about the carrying value of assets and liabilities and reported amounts for revenues and expenses. Different assumptions would result in different estimates, and actual results may differ from results based on these estimates. These estimates and assumptions are also affected by management's application of accounting policies. Critical accounting estimates are those that affect the Financial Statements materially and involve a significant level of judgment by management.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

i) The inputs used in calculating the fair value for share-based compensation expense included in profit or loss.

ii) The valuation of shares issued in non-cash transactions, including the settlement of debt. Generally, the valuation of non-cash transactions is based on the value of the goods or services received. When non-cash transactions are entered into with employees and those providing similar services, the non-cash transactions are measured at the fair value of the consideration given up using market prices.

iii) The treatment of accounts payable and accrued liabilities written off through the statements of comprehensive loss requires certain management judgments. Management believes that the related vendors will not pursue payment from the Company or its former subsidiary. Further, these accounts payable relate to operations in a geographical segment the Company is no longer active in.

iv) Going concern presentation of the financial statements which assumes that the Company will continue in operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due.

NEW ACCOUNTING STANDARDS AND INTERPRETATION

Accounting standards not yet effective

IFRS 9, *Financial Instruments – Classification and Measurement*

IFRS 9 is a new standard on financial instruments that will replace IAS 39, Financial Instruments: Recognition and Measurement.

IFRS 9 addresses classification and measurement of financial assets and financial liabilities as well as de-recognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit or loss. IFRS 9 is effective for annual periods beginning on or after January 1, 2018.

IFRS 15, *Revenue from Contracts with Customers*

IFRS 15 specifies how and when an IFRS reporter will recognize revenue as well as requiring such entities to provide users of financial statements with more informative and relevant disclosures. The standard provides a single, principles based five-step model to be applied to all contracts with customers.

IFRS 15 was issued in May 2014 and applies to an annual reporting period beginning on or after January 1, 2018.
IFRS 11, *Joint Arrangements*

IFRS 11 is amended to provide specific guidance on accounting for acquisition of an interest in a joint operation that is a business. The amended standard is effective for annual periods beginning on or after January 1, 2016.

IAS 16, *Property, plant and equipment and IAS 38 – Intangibles*

IAS 16 and IAS 38 were issued in May 2014 and prohibit the use of revenue-based depreciation methods for property, plant and equipment and limit the use of revenue-based amortization for intangible assets. These amendments are effective for annual periods beginning on or after January 1, 2016 and are to be applied prospectively.

The Company has initially assessed that there will be no material reporting changes as a result of adopting the above new standards; however, enhanced disclosure requirements are expected.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

1. Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities
2. Level 2 – inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
3. Level 3 – inputs that are not based on observable market data.

	Financial assets at fair value			
	Level 1	**Level 2**	**Level 3**	**October 31, 2016**
Fair value through profit and loss financial asset				
Cash and cash equivalents	$ 8,912	-	-	$ 8,912

Investment in MKHS, LLC.	$	-	-	$ 2,329,408	$ 2,329,408
Total financial assets at fair value	$	8,912	-	$ 2,329,408	$ 2,338,320

	Financial assets at fair value				
		Level 1	Level 2	Level 3	April 30, 2016
Fair value through profit and loss financial asset Cash and cash equivalents	$	70,720	-	-	$ 70,720
Investment in MKHS, LLC.	$	-	-	$ 1,907,293	$ 1,907,293
Total financial assets at fair value	$	70,720	-	$ 1,907,293	$ 1,978,013

The fair values of the Company's receivables, advances receivable, accounts payable and accrued liabilities and promissory note payable approximate their carrying values due to their short term nature and are classified as a Level 1 measurement.

The Company is exposed to varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes, inclusive of counterparty limits, controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk
Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk. Cash is held in significant financial institutions and receivables are due from companies on contract to be acquired. The Company considers credit risk to be minimal.

Liquidity risk
Liquidity risk is the risk that the Company will not be able to pay financial instrument liabilities as they come due. The Company currently does not have sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company is exposed to liquidity risk.

Market risk
The only market risk exposure to which the Company is exposed is interest rate risk. The Company's bank account earns interest income at variable rates. The fair value of its portfolio is relatively unaffected by changes in short-term interest rates. The Company's future interest income is exposed to short-term rates.

Foreign currency risk
The Company is nominally exposed to foreign currency risk on fluctuations related to cash and accounts payable and accrued liabilities that are denominated US Dollars (USD or US$).

Price risk
The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of raw materials, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition activities and prior exploration of resource properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as shareholders' equity (deficiency).

The Company has historically relied on the equity markets to fund its activities. Current financial markets are improving but continue to be selective and there is no certainty with respect to the Company's ability to raise capital. The Company will continue to assess new opportunities and while seeking to acquire an interest in oil and gas assets if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so, recent efforts have focused on the acquisition of immediate cash-flow opportunities in the medical cannabis sector. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company currently is not subject to externally imposed capital requirements. There were no changes to the Company's approach to capital management.

SUBSEQUENT EVENTS

On November 2, 2016 the Company announced the acquisition (the "Transaction") of all the issued and outstanding shares of Valens Agritech Ltd. ("VAG") by way of a share exchange agreement dated October 31, 2016, (the "SEA"). Valens is a privately held biotechnology company based in the Okanagan Valley of British Columbia, focused on the cannabis cultivation and research business, with assets and improvements that include a state-of-the-art 17,000 square foot research and development facility located on a small acreage in Kelowna.

VAG has expended over $2.7 million to satisfy the stringent security requirements for a Controlled Drugs and Substances Dealer's Licence (including the activities of cultivation, production (extraction), packaging, possession, sale, transportation, delivery and research), and is currently awaiting final inspection by the Regional Inspectorate of the Office of Controlled Substances, Health Canada, scheduled for the week of January 9, 2017.

Pursuant to the terms of the SEA, the Company is issuing to the shareholders of VAG (the "VAG Shareholders") an aggregate of 36 million common shares of the Company ("Transaction Shares") and finders' fees ("Finder Shares") totaling 675,000 common shares at closing of the Transaction, subject to a combination of milestone vesting criteria, regulatory escrow provisions and a voluntary pooling agreement, over a period of 36 months.

The Transaction is a fundamental change under the policies of the Canadian Securities Exchange (the "CSE"). The Company's Form 2A Listing Statement dated October 31, 2016 is available under the Company's SEDAR and CSE profiles, providing further details concerning the Transaction and the business of the combined company.

On November 2, 2016 Westland Capital Advisors S.A. ("Westland") exercised all remaining issued and outstanding Convertible Debentures totaling $363,500 (US$250,000) concurrently with the closing of the Transaction, into 3,029,166 common shares of the Company.

On November 24, 2016 the Company changed its name from Genovation Capital Corp. to Valens GroWorks Corp. and commenced trading under the new name and trading symbol "VGW" following the issue of the CSE's bulletin to dealers. The Company's new CUSIP number is 91913D106 and the new ISIN is CA91913D1069. There is no change to the Company's share structure.

On November 30, 2016 the Company announced 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.

On November 30, 2016 the Company 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.

RISKS AND UNCERTAINTIES

Many factors could cause our actual results, performance and achievements to differ materially from those expressed or implied by the forward-looking statements and forward-looking information, including without limitation, the following factors, which are discussed in greater detail under the heading “Risk Factors” in our draft Listing Statement dated May 5, 2016 filed with the CSE and available on www.thecse.com, which risk factors are incorporated by reference into this document, and should be reviewed in detail by all readers:

• Our ability to grow, store and sell medical marijuana in Canada is dependent upon licenses from Health Canada which are subject to ongoing compliance and reporting requirements;

• The activities of the Company are subject to regulation by governmental authorities, particularly Health Canada;

• The Company’s operations are subject to various laws, regulations and guidelines relating to the manufacture, management, transportation, storage and disposal of medical marijuana but also including laws and regulations relating to health and safety, the conduct of operations and the protection of the environment;

• Third parties the Company does business with may perceive that they are exposed to reputational risk as a result of the Company’s medical marijuana business activities;

• The operation of the Company can be impacted by adverse changes or developments affecting the facilities of the Company’s wholly-owned subsidiaries;

• The Company’s ability to recruit and retain management, skilled labour and suppliers is crucial to the Company’s success;

• The Company’s growth strategy contemplates outfitting its facilities with additional production resources. A variety of factors could cause these activities to not be achieved on time, on budget, or at all. As a result, there is a risk that the Company may not have product or sufficient product available to meet the anticipated demand or to meet future demand when it arises;

• The Company and its wholly-owned subsidiaries have limited operating histories;

• The Company has a history of net losses, may incur significant net losses in the future and may not achieve or maintain profitability;

• Even if its financial resources are sufficient to fund its current operations, there is no guarantee that the Company will be able to achieve its business objectives. The continued development of the Company may require additional financing and there can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company;

• There is potential that the Company will face intense competition from other companies, some of which can be expected to have longer operating histories and more financial resources and manufacturing and marketing experience than the Company;

• The Company believes the marijuana industry is highly dependent upon consumer perception regarding the safety, efficacy and quality of the marijuana produced. Consumer perception of the Company’s products can be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of marijuana products. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favourable to the medical marijuana market or any particular product, or consistent with earlier publicity;

• The Company and its wholly-owned subsidiaries face an inherent risk of exposure to product liability claims, regulatory action and litigation if its products are alleged to have caused significant loss or injury;

• The products of the Company's wholly-owned subsidiaries could be subject to the recall or return of their products for a variety of reasons. If a product recall or return should happen, the Company could be required to incur unexpected expenses and divert management attention and could see harm caused to its image and product sales decline. In addition, as result of the product recall or return, the Company and its wholly-owned subsidiaries could face increased operational scrutiny by Health Canada or other regulatory agencies, requiring further management attention and potential legal fees and other expenses;

• Any significant interruption or negative change in the availability or economics of the supply chain for key inputs could materially impact the business, financial condition and operating results of the Company;

• The Company is largely reliant on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the medical marijuana industry in Canada. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of the Company;

• The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls;

• The Company may engage in acquisitions or other strategic transactions or make investments that could result in significant changes or management disruption;

• The Company could fail to integrate acquired companies into the business of the Company;

• Completed acquisitions, strategic transaction or investments could fail to increase shareholder value;
• The Company may become party to litigation, mediation and/or arbitration from time to time in the ordinary course of business which could adversely affect its business;

• There can be no assurance that an active and liquid market for the common shares will be maintained and an investor may find it difficult to resell any securities of the Company;

• A substantial number of common shares are owned by a limited number of existing shareholders and as such these shareholders are in a position to exercise influence over matters requiring shareholder approval or cause delay or prevent a change in control of the Company that could otherwise be beneficial to the Company's shareholders;

• The Company does not anticipate paying any dividends on the common shares in the foreseeable future. Dividends paid by the Company would be subject to tax and, potentially, withholdings;

• The Company's operations are subject to environmental and safety laws and regulations concerning, among other things, emissions and discharges to water, air and land; the handling and disposal of hazardous and non-hazardous materials and wastes, and employee health and safety; and

• In recent years, securities markets have experienced extremes in price and volume volatility. The market price of securities of many early stage companies, among others, have experienced fluctuations in price which may not necessarily be related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any market for the Company's shares will be subject to market trends generally and the value of the Company's shares on a stock exchange may be affected by such volatility.

• Unfavorable economic conditions may negatively impact the Company's financial viability as a result of increased financing costs and limited access to capital markets.

• The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

• The Company's directors and officers may serve as directors and officers, or may be associated with other reporting companies or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Company will follow the provisions of the Business Corporations Act, British Columbia ("Corporations Act") in dealing with conflicts of interest. These provisions state, where a director/officer has such a conflict, that the director/officer must at a meeting of the board, disclose his interest and refrain from voting on the matter unless otherwise permitted by the Corporations Act. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith and in the best interests of the Company.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning the Company's general and administrative expenses and exploration and evaluation costs is provided in the Company's statement of comprehensive loss and note disclosures contained in its financial statements for the three and six months ended October 31, 2016 and the year ended April 30, 2016. These statements are available on Valens GroWorks's website at www.valensgroworks.ca or on its SEDAR page site accessed through www.sedar.com.

Dividends

The Company has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for oil and gas exploration and development. Any future determination to pay dividends will be at the discretion of the board of directors and will depend on the Company's financial condition, results of operations, capital requirements and such other factors as the board of directors deem relevant.

Management's Responsibility for Financial Statements

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.

In contrast to the certificate required under National Instrument 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109, in particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Nature of the Securities

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company's securities should not constitute a major portion of an investor's portfolio.

Proposed Transactions
There are currently no significant proposed transactions except as otherwise disclosed in this MD&A. Confidentiality agreements and non-binding agreements may be entered into from time to time, with independent entities to allow for discussions of the potential acquisition and/or development of certain properties.

Approval
The Board of Directors oversees management's responsibility for financial reporting and internal control systems through an Audit Committee. This Committee meets periodically with management and annually with the independent auditors to review the scope and results of the annual audit and to review the financial statements and related financial reporting and internal control matters before the financial statements are approved by the Board of Directors and submitted to the shareholders of the Company. The Board of Directors of the Company has approved the financial statements and the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

Forward Looking Information
This MD&A together with the Company's financial statements for the three and six months ended October 31, 2016 and the year ended April 30, 2016 contain certain statements that may be deemed "forward-looking statements". Forward looking statements in this document are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "continues", "intends", "estimates", "projects", "potential", and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management are inherently subject to significant business, economic and competitive uncertainties and contingencies. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

Inherent in forward-looking statements involve known and unknown risks, and factors may include, but are not limited to: fluctuating commodity prices, unavailability of financing, changes in government regulations and administrations, general economic conditions, general business conditions, limited time being devoted to business by directors, escalating professional fees, escalating transaction costs, competition, fluctuation in foreign exchange rates, competition, stock market volatility, unanticipated operating events and liabilities inherent in industry. Readers are cautioned that the foregoing list of important factors and assumptions is not exhaustive. Forward-looking statements are not guarantees of future performance. Events or circumstances could cause the Company's actual results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of factors, whether as a result of new information or future events or otherwise, except as may be required under applicable laws.

Additional Information
Additional information related to the Company is available for view on SEDAR at www.sedar.com.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCING REPORTING

In connection with National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

CONTINGENCY

On July 16, 2014 a Civil Lawsuit was filed with the Supreme Court of British Columbia concerning a US$50,000 payment made by the plaintiff towards plaintiffs' participation in the Company's prospective Indonesian oil field project. The claim resulted from the plaintiffs' desire to fund and participate in work-overs of onshore multi-reservoir oil fields, a project that was never completed. The Company filed a response and counterclaim on August 18, 2014 and sought to hold discoveries in June 2015, to which the plaintiffs failed to reply. Given the dormant nature of the claim, the Company has reversed US$50,000 from accrued liabilities related to the claim, and has not accrued for interest or damages.

OUTSTANDING SHARES, OPTION, AND WARRANTS

The Company has one class of common shares. Below is a summary of the common shares issued and outstanding as at October 31, 2016 and the date of this report:

	As at October 31, 2016	As at December 19, 2016
Common shares	51,022,668	51,022,668
Stock options	405,000	2,955,000
Warrants	944,444	944,444

Stock options
The Company has issued incentive options to certain directors, employees, officers, and consultants of the Company. As of the date of this report the Company has 96,667 options exercisable at $3.00, 231,250 exercisable at $0.30, and 2,550,000 exercisable at $0.65.

Options outstanding	Options exercisable	Exercise price $	Expiry date
36,667	36,667	3.00	September 25, 2017
40,000	40,000	3.00	October 10, 2018
20,000	20,000	3.00	November 27/28, 2018
258,333	193,750	0.30	August 31, 2020
50,000	37,500	0.30	September 22, 2020
2,550,000	637,500	0.65	November 30, 2021

Warrants
The Company has issued warrants as part of its non-brokered private placements. As of the date of this report the Company has 944,444 warrants outstanding.

Warrants issue date	Number of warrants outstanding	Exercise price $	Expiry date
September 22, 2015	622,222	0.75	September 22, 2017
October 23, 2015	322,222	0.75	October 23, 2017

DIRECTORS AND OFFICERS

Robert van Santen – *Chairman, Chief Executive Officer, Director*
Annie Storey - *Chief Financial Officer, Corporate Secretary*
David Gervais – *Director*
A. Tyler Robson - *Director*
Tim Tombe - *Director*
John Binder - *Director*

OTHER REQUIREMENTS

Additional disclosure of the Company's technical reports, material change reports, news releases and other information can be obtained on SEDAR at www.sedar.com.

On Behalf of the Board,

VALENS GROWORKS CORP.

"Robert van Santen"	*"Annie Storey"*
Robert van Santen	Annie Storey
Chief Executive Officer	Chief Financial Officer