

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

January 13, 2017

Item 3 News Release

The news release dated January 13, 2017 was disseminated through Canada Stockwatch and Market News under section 7.1 of National Instrument 51-102.

Item 4 Summary of Material Change

Name Change.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please refer to attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Robert van Santen, CEO, Valens Groworks Corp.

Item 9 Date of Report

January 13, 2017

VALENS GROWORKS LICENSING INSPECTION COMPLETED

Vancouver, B.C., January 13, 2017 – Valens GroWorks Corp. (CSE: VGW) (the “Company”) is pleased to announce the completion, by the Regional Inspectorate of the Office of Controlled Substances of Health Canada, of their final inspection of wholly-owned subsidiary Valens Agritech’s (“VAL”) 17,000 square foot R&D facility located in Kelowna, British Columbia.

The inspection is the final stage required to achieve licensing under our application for a Controlled Drugs and Substances Dealer’s Licence to enable the cultivation and processing of marijuana (such as creating extracts or derivatives) for the purpose of research, for processing manufacturing derivatives, and for transporting product to other locations (including related packaging, possession, sale, delivery and research activities).

Final pre-inspection preparation included the installation of significant enhanced physical security measures, the establishment of specified record keeping procedures, and the engagement of a Qualified Person In Charge (QPIC).

The Company is therefore pleased to announce Dr. Yasantha Athukorala, Ph.D. as the QPIC for VAL, as well as VAL’s Chief Scientific Officer. Dr. Athukorala is an accomplished scientist with outstanding research and leadership skills and more than 7 years of experience investigating bioactive compounds from agricultural bio-resources. With a unique background of Biotechnology, Chemistry and Bio-resource Technology knowledge, Dr. Athukorala brings a demonstrated record of project and publication success, credited with discovering naturally-occurring bioactive compounds using enzymatic digestion, bioassay-guided extraction and fractionation procedures with potential commercial applications in food, health and bio-resource utilization industries.

Dave Gervais, President of VAL., stated, “We warmly welcome Dr. Athukorala to the Valens team as we gear up to commence operations pending receipt of Health Canada’s Dealer’s Licence approval. Yasantha is a dedicated and creative scientist with superb transdisciplinary communication, relationship-building and team leadership attributes, and will be supported by a fully qualified alternate QPIC as we ramp up operations”.

About Valens GroWorks Corp.

The Company recently completed the acquisition of Valens Agritech Ltd. (“VAL”). VAL is a 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.

Post-licensing, Valens anticipates participation in clinical trial programs researching the efficacy of medical cannabis for certain indications, and will also be seeking to capture a broad spectrum of medical marijuana users, as well as recreational users once legalized, in pursuit of its farm to pharma objectives.

On behalf of the Board of Directors,

VALENS GROWORKS CORP.

(signed) “Robert van Santen”

Chief Executive Officer

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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. Valens Groworks 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.