

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

April 6, 2017

Item 3 News Release

The news release dated April 6, 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

April 6, 2017

VALENS GROWORKS ACQUIRES LICENSED CANNABIS TESTING LAB

Vancouver, B.C., April 6, 2017 – Valens GroWorks Corp. (CSE: VGW) (the “Company” or “Valens”) is pleased to announce completion of the acquisition of Supra THC Services Inc. (“SUPRA”), a Health Canada-licensed cannabis testing lab with an established Kelowna-based scientific team supporting its operations.

Valens acquired all of the issued and outstanding shares of SUPRA for \$3.75 million, satisfied through the issuance of three million shares of Valens. The total share consideration is subject to a regulatory four month hold period as well as a 36-month escrow agreement.

SUPRA holds a Health Canada Dealer's License which allows for the possession of cannabis and related active ingredients, as well as the production of extracts for the purpose of analysis.

SUPRA's mission is to become a leading Analytical Service Provider to the cannabis industry. Revenue-generating activities are expected to include analytical services, consulting services, and contract Research and Development. The company will also produce oils and ointments using a proprietary solvent-free extraction approach that produces an organic 100% cannabis oil product.

SUPRA is led by Dr. Rob O'Brien, who also recently joined Valens Agritech Ltd. (“VAL”), the Company's wholly-owned subsidiary, as its President and Chief Science Officer (CSO). Dr. O'Brien is an expert in analytical instrumentation, has established a number of advanced analytical laboratories, and founded Supra Research and Development, the first spin-off company from the University of British Columbia's Okanagan campus, created to commercialize innovative biomass extraction technology.

Dr. O'Brien stated “Having both Valens Agritech and Supra THC Services as wholly-owned subsidiaries of Valens GroWorks provides us with a gateway to the capital markets and the necessary currency to execute on our strategic vision. Our immediate objective is to secure the infrastructure necessary to become a leading-edge cannabis-based enterprise in one of the fastest growing sectors of the global economy.”

About Valens GroWorks Corp.

Valens GroWorks Corp is a CSE-listed company with an aggressive acquisition strategy in progress, providing management, consulting, testing and support services to domestic and international licensees, as well as financing the buildout of established, licensed operations in Arizona. The Company seeks to capture a broad spectrum of medical marijuana users, as well as recreational users once legalized, in pursuit of its ambitious Plants to Premium Products “P2P” objectives.

The Company's wholly-owned subsidiary, Valens Agritech Ltd., is a post-inspection applicant anticipating receipt of a Controlled Drugs and Substances Dealer's Licence for the cultivation and processing of marijuana. Based in the Okanagan Valley of British Columbia, VAL anticipates participation in selective clinical trial programs researching the efficacy of medical cannabis.

Valens GroWorks Corp.
14th Floor, 1040 West Georgia Street,
Vancouver, British Columbia, Canada V6E 4H1
T. 604.608.1999 F. 788.379.9990
www.valensgroworks.ca

The Company is engaged under a letter of intent to acquire 100% of Royal Green Acres Manufacturing Ltd., a final review-stage applicant for a License to Produce ("LP") under Health Canada's Access to Cannabis for Medical Purposes Regulations (ACMPR). The proposed buildout to be funded is a 50,000-sf, indoor, state-of-the-art, medicinal cannabis production and processing facility located on 5 acres just outside Nanaimo, British Columbia.

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

(signed) "Robert
van Santen" Chief
Executive Officer

For further information, please contact:

*Greg Patchell
Telephone: +1.250.860.8634*

Notice regarding Forward Looking Statements

This news release contains certain "forward-looking statements" within the meaning of such statements under applicable securities law. Forward-looking statements are frequently characterized by words such as "plan", "continue", "expect", "project", "intend", "believe", "anticipate", "estimate", "may", "will", "potential", "proposed" and other similar words, or statements that certain events or conditions "may" or "will" occur. These statements are only predictions. Various assumptions were used in drawing the conclusions or making the projections contained in the forward-looking statements throughout this news release. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. The Corporation is under no obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable law.

The CSE or other regulatory authority has not reviewed, approved or disapproved the contents of this press release. We seek Safe Harbour.