

## 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 24, 2017

### Item 3 News Release

The news release dated November 24, 2017 was disseminated through Canada Stockwatch and Market News under section 7.1 of National Instrument 51-102.

### Item 4 Summary of Material Change

N/A

### 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

Tyler Robson, CEO, Valens Groworks Corp.

### Item 9 Date of Report

November 24, 2017

## **VALENS GROWWORKS ANNOUNCES TERMINATION OF PRESIDENT**

*Vancouver, B.C., November 24, 2017 – Valens GroWorks Corp. (CSE: VGW) (the “Company” or “Valens”), a multi-licenced, vertically integrated provider of cannabis products, today announced that Mr. Saul Katz has been terminated from his position as president and chairman of the board effective immediately.*

*Valens GroWorks wishes to extend its sincerest thanks to Mr. Katz for his contributions to the Company and wishes him the very best in his future endeavours.*

*Mr. Katz remains a director of the Company.*

### **About Valens GroWorks Corp.**

*Valens GroWorks is Canadian publicly traded biotechnology company executing on its “plants to premium products” objectives through two wholly-owned subsidiaries, located at the Company’s expanding 17,000 sq.ft. facility on two acres in Kelowna, in the heart of British Columbia’s Okanagan Valley. Subsidiary Valens Agritech (“VAL”) is commencing cannabis production and sales under a Health Canada Dealer’s License, and is also a late-stage license applicant to cultivate medical marijuana under the ACMPR for individual patients. Subsidiary Supra THC Services (“Supra”) is a Health Canada licensed cannabis testing lab providing sector-leading analytical and proprietary services to Licensed Producers, ACMPR patients, and the natural health products industry.*

*Supra has partnered with Thermo Fisher Scientific to develop a “Centre of Excellence in Plant Based Medicine Analytics” in Kelowna, and both subsidiaries are involved in a collaborative research partnership with British Columbia-based universities UBC Okanagan and Thompson Rivers to explore the vast range of bioproducts that can be made from cannabis plant materials. A supply and sales agreement with Canopy Growth Corporation (TSX: WEED) provides for the distribution, marketing and sale of a portion of the Company’s branded products through Canopy Growth’s extensive CraftiGrow distribution network. For more information, please visit <http://valensgroworks.com>, <http://www.valensagritech.com> and <http://www.suprathc.ca>.*

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

*(signed) “Tyler Robson”*

*Chief Executive Officer*

**For further information, please contact:**

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*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 “anticipates”, “plan”, “continue”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate”, “may”, “will”, “potential”, “proposed”, “positioned” 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.*