



V A L E N S

For Immediate Release

February 28, 2018

VALENS GROWORKS ENTERS INTO LOI WITH ROSS' GOLD™

Vancouver, B.C., February 28, 2018 –Valens GroWorks Corp. (CSE: VGW) (the “Company” or “Valens”), a multi-licenced, vertically integrated provider of cannabis products, is pleased to announce entering into a Letter of Intent for the purchase of a 19.9% interest in R Gold Venture Inc., doing business as Ross' Gold™ (“**Ross' Gold**”), a privately-held corporation with multi-location cannabis retail stores through franchising, with a full line of premium lifestyle consumables and hard goods.

Through this initial purchase Valens establishes a presence into the opening retail recreational cannabis market by collaborating with a robust lifestyle brand and retail model. Ross' Gold is one of Canada's most well-established cannabis brands with a talented and diverse team. The Ross' Gold team includes industry leaders with strong cannabis backgrounds who have made significant strides in growing their national retail footprint.

Ross Rebagliati, Ross' Gold's brand ambassador, commented, *“Ross' Gold is excited about the partnership with Valens and their versatile team. Ross' Gold is a premium lifestyle brand recognized nationally and abroad. Our key focus is to make a presence in Canada with our retail operators through building out inviting and upscale retail storefronts catering to the diverse adult recreational consumer market.”*

“This is a significant step for Valens to become a prominent vertically integrated brand house” said Tyler Robson, Valens' CEO. *“I'm proud to be working with one of the strongest Canadian cannabis brands in the market and, through this mutually beneficial relationship, we will play an important role in shaping the retail cannabis experience for all Canadians.”*

It is contemplated that Valens GroWorks will acquire 19.9% of Ross' Gold for consideration of:

- (a) a cash payment of \$700,000 to Ross' Gold to be utilized under a pre-approved use of the proceeds;
- (b) the issuance of 550,000 common shares of Valens GroWorks to Ross' Gold;
- (c) the entry into of an exclusive supply agreement between Valens GroWorks and Ross' Gold; and
- (d) the grant by Ross' Gold to Valens GroWorks of a right of first refusal with respect to sale of any securities of Ross' Gold.

About Ross' Gold

Ross' Gold was started by Ross Rebagliati, who won the first-ever Olympic gold medal in snowboarding at the 1998 Winter Olympic Games in Nagano, Japan, then lost the medal when marijuana was detected in his system. The finding was then overturned and his medal was returned, making news around the world. Rebagliati decided to enter the medical cannabis industry in January of 2013 under the name Ross' Gold™ using his celebrity to launch himself into the industry. Ross' Gold is currently poised to become one of Canada's leading cannabis retail store franchises with additional stores planned in Manitoba, Saskatchewan, Alberta, and British Columbia.

About Valens GroWorks

Valens GroWorks is a multi-licensed, vertically integrated provider of Canadian cannabis products with two wholly-owned subsidiaries located in Kelowna, BC. Subsidiary Valens Agritech has initiated cannabis production, processing and sales under a Health Canada Dealers Licence, which includes a supply agreement with Canopy Growth Corporation (TSX:WEED) under their extensive CraftGrow distribution network. Subsidiary Supra THC Services is a Health Canada licensed cannabis testing lab providing sector-leading analytical services and has partnered with Thermo Fisher Scientific to develop a *Centre of Excellence in Plant Based Medicine Analytics*. For more information, please visit <http://valensgrowworks.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

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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.