

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and address of the Corporation

*Affinor Resources inc. (the "Issuer")
410 St-Nicolas, Suite 236
Montréal, Québec, H2Y-2P5*

Item 2 Date of material change

May 23, 2014

Item 3 News release

The press release was issued and distributed on may 23, 2014 via Marketwire.

Item 4 Summary of material change

The Issuer received conditional approval from the Canadian Securities Exchange of its fundamental change of business, which has also been approved by the shareholders of the Issuer at the special meeting, and closed the acquisition of a 100% interest in a private British Columbia company in the final stages of obtaining their Medical Marijuana growers licence

Item 5 Full description of material change

The material change is fully described in the Issuer's press releases which is attached as Schedule A, incorporated herein.

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

*Sébastien Plouffe, President and CEO
514.360.3676*

Item 9 Date of Report

May 23, 2014

SCHEDULE A

Affinor receives approval from the CSE on Change of Business and close acquisition of private company in final stages of Medical Marijuana growers licence approval.

May 23, 2014, Montreal, Canada - Affinor Resources (CSE:AFI, OTC:RSSFF) (“Affinor” or the “Corporation) obtains approval of its change of business and close its previously announced acquisition of a Medical Marijuana growers.

Affinor is very pleased to announce that it has received conditional approval from the Canadian Securities Exchange (the “CSE”) of its fundamental change of business, which has also been overwhelmingly approved by the shareholders of the Corporation at the special meeting held this day, and closed the acquisition of a 100% interest in a private British Columbia company in the final stages of obtaining their Medical Marijuana growers licence (the “New Subsidiary”), previously announced in its May 9, 2014 press release (the “Acquisition”).

This approval constitutes the last step of the Corporation plan to change its primary focus from resource exploration to the agriculture, medical marijuana and industrial hemp industries announced on March 25, 2014. The Board of Directors and management of the Corporation believe that it has secured the team, technology and production facility that can allow it to quickly enter those fast and growing industries. Affinor has identified opportunities throughout north America and is poised to capitalize on these opportunities very quickly. The Corporation has filed a new listing statement on the CSE website that provides detailed disclosure of the Corporation’s new business and related risk factors.

The Corporation expects that the CSE will publish a bulletin shortly to announce the resumption of trading on May 26, 2014.

In relation with the Acquisition, the Corporation wishes to provide additional disclosure pertaining to the licence application process of its New Subsidiary. At this stage the New Subsidiary has filed its licence (the “Licence”) application with Health Canada, which identifies all the proposed personal required under the *Marihuana for Medical Purposes Regulations* (“MMPR”), all of which were principal and employees of the New Subsidiary prior to the Acquisition. The new subsidiary expects the inspection and approval process to be completed during the next quarter, however there is no specific timeline established at this time. In addition to the general risk factors described in Affinor new listing statement and although the Corporation is confident the New Subsidiary will meet all requirements, it should be noted that there is no guarantee the New Subsidiary will ever obtain a license under the MMPR.

As consideration for the Acquisition, Affinor issued an aggregate of 2,765,000 common shares, of which 2,500,000 were issued to Mr. Nick Brusatore (the “Issuance”), a Related Person, in accordance with the terms of the share exchange agreement dated May 8, 2014. An additional 2,435,000 common shares will be issued upon the issuance of the Licence.

Shareholders also approved the adoption of a new form of articles, including the proposed name change to “Affinor Growers Inc. / Les producteurs Affinor inc.”, with an expected effective date of May 30, 2014, the adoption Corporation’s new 10% rolling stock option plan and the replacement of its minutes book.

Nick Brusatore being a related party to Affinor within the meaning of *Regulation 61-101 respecting Protection of Minority Security Holders in Special Transactions* (the "**Regulation 61-101**"). The Issuance will constitute a "related party transaction" within the meaning of Regulation 61-101. However, the directors of the Corporation determined that the exemptions from formal valuation and minority approval requirements provided for respectively under subsections 5.5(a) and 5.7(1)(a) of Regulation 61-101 could be relied on as neither the fair market value of the securities issued in favour of the related party nor the fair market value of the consideration paid for these securities exceed 25% of the Corporation's market capitalization, the board of directors having acted in good faith with respect to the determination of fair market value of the transaction concerning the exemption threshold.

All securities issued pursuant to the Acquisition will be subject to a hold period ending September 24, 2014.

About Affinor Resources Inc.

Affinor Resources is a diversified publicly traded company on the Canadian Securities Exchange under the symbol ("AFI"). Affinor is focused on the Medical Marijuana industry as well as becoming a producer of other cash crops such as Romaine lettuce and Strawberries.

Further information regarding the Corporation can be found on SEDAR at www.SEDAR.com or by visiting our profile on www.CNSX.ca.

On Behalf of the Board of Directors

AFFINOR RESOURCES INC.

"Sebastien Plouffe"

President & CEO

The CSE has not reviewed and does not accept responsibility for the adequacy or accuracy of this release

FORWARD LOOKING INFORMATION

This News Release contains forward-looking statements. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. These statements speak only as of the date of this News Release. Actual results could differ materially from those currently anticipated due to a number of factors and risks including various risk factors discussed in the Company's disclosure documents which can be found under the Company's profile on www.sedar.com. This News Release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E the Securities Exchange Act of 1934, as amended and such forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.

Contact Information

Contact Information, spokesperson

Sebastien Plouffe
President & CEO
Phone: (514) 947-2272
Email: splouffe@affinorresources.com
Website: www.affinorresources.com

Vertical Designs Ltd
Nick Brusatore, CEO
Phone: (604) 356-0411
Email: nbrusatore@gmail.com

Contact Information

Momentum PR Inc
Max Gagne, President
Phone: (514) 913-0351
Email: mgagnegodbout@momentumpr.ca