AFFINOR GROWERS

MANAGEMENT DISCUSSION AND ANALYSIS

For the three-month period ended August 31, 2014

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This Management Discussion and Analysis ("MD&A) dated August 31, 2014 has been prepared according to *Regulation 51 102 of the continuous disclosure requirements* and approved by the Company's Board of Directors.

This MD&A should be read in conjunction with the Company's consolidated financial statements on August 31, 2014. The Company's audited financial statements have been prepared in compliance with the International Financial Reporting Standards (IFRS). The monetary presentation currency is the Canadian dollar (Cdn $) and all the amounts in the MD&A are in Canadian dollars.

1.0 DATE

This MD&A report is for the three-month period ended August 31, 2014 with additional information up to October 30, 2014.

2.0 CAUTION REGARDING PROSPECTIVE INFORMATION

Certain statements in this document, which are not supported by historical facts, are of a prospective nature, which means that they involve risks, uncertainties and elements which could make actual results differ from the results predicted or implied by these same prospective elements. There are many factors that could cause such differences, including the instability in market prices of metals, the impact of fluctuations in interest rates and foreign currency exchange rate, poorly estimated reserves, risks to the environment (more stringent regulations), unexpected geological situations, adverse mining conditions, political risks arising from mining in developing countries, regulation and government policy changes (laws or policies), failure to obtain necessary permits and approvals from government authorities, and any other risks associated with the operation and development.

Although the company believes that the assumptions arising from the prospective statements are reasonable, it is strongly recommended not to place undue reliance on these statements, which are valid only until the time of this writing. Except when it is required by law, the Company disclaims any intention or obligation with respect to updating or revising any prospective statement.

3.0 BUSINESS DESCRIPTION AND CONTINUITY OF EXPLOITATION

The Company was incorporated under the Canadian Business Corporations Act on August 27, 1996.

The Company is focused on the agriculture industry within North America.

For the three-month period ended August 31, 2014, the Company recorded a net loss of $ 1,391,942 ($ 20,507 at August 31, 2013). Besides the usual needs for working capital, the Company must obtain funds to enable it to meet its existing commitments under the exploration programs and to pay its overhead and administrative costs.

The Company's consolidated financial statements were prepared according to International Financial Reporting Standards (IFRS) including the assumption of continuity of operations. They do not reflect adjustments that should be made to the book value of assets and liabilities, the reported amounts of revenues and expenses and the classification of statement of financial position postings if the assumption of continuity of operations were unfounded. These adjustments could be important.

4.0 OVERVIEW

The Company is a diversified publicly traded company on the Canadian Securities Exchange under the symbol ("AFI"). We are also listed on the Frankfurt Stock Exchange under the symbol 1AF and on the US OTCQB under the symbol RSSFF.

The Company began as Affinor Resources Inc., a company with mining projects in Québec, Canada. The Company recognized a great opportunity when they discovered a team that was developing a system to mass produce pesticide-free, non Genetically Modified Organism ("GMO") plants, just as the medical marihuana frenzy was beginning in North America.

The Company is focused on mass producing, high quality, in-demand produce and pharmacy grade plants for global distribution. The team is currently working towards becoming a grower of Vertical Farming Strawberries and other crops in North America while developing medical marihuana with their partner Good to Grow in the United States.

The Company plans to produce fresh, non-GMO, delicious food grown in pristine environments without pesticides or chemicals. The Company will begin shortly to facilities to grow dark, leafy green vegetables such as Spinach and Lettuce and Strawberries with a near zero-water waste. The Company plans to be an industry leader growing water-fed, nutrient rich strawberries, free of sprayed chemicals, food dyes, mold, field rot and pesticides.

The Company will grow in a safe and secure environment with focus on analytical results.

The Company's proprietary technologies control precise combinations of light, temperature, water, and nutrients to create specific growing conditions that result in optimum crop production, product quality, and shelf life. No current growing methods compare to the Company's software-driven, automation technology that results in Grade A1 mechanically pollinated strawberries.

The high demand for strawberries, lettuce, and other crops is due to a lack of domestic suppliers. Canada may be home to some of the best organic berry-growing conditions in the world, but its short growing season has created a strong demand for what the Company's technology can produce.

5.0 HIGHLIGHTS SUMMARY

On June 2, 2014, the Company announce the appointment of Rick Easthom to is advisory board. The Company has granted to Mr. Easthom 100,000 incentive stock options to purchase common shares. The options are exercisable on or before June 2, 2019, at an exercise price of $0.85 per share.

On June 6, 2014, the Company announce the appointment of Carl MacAulay as security director for the Company. The Company has granted to Mr. MacAulay 100,000 incentive stock options to purchase common shares. The options are exercisable on or before June 5, 2019, at an exercise price of $1.03 per share.

On June 24, 2014, the Company concludes an agreement for the exclusive technology license with Vertical Designs Ltd. (¨VDL¨), a company under control of a director and an important shareholder of the company. Under the terms of the agreement, the Company issued 666,666 common shares at a deemed price of $ 0.75 per share to VDL and will pay a 5% royalty on the net sales of production.

On July 11, 2014, the Company signs a letter of intention (LOI) to acquire VDL under the term of the LOI. The Company is acquiring 100% of VDL shares for an aggregate purchase price of $15-million, payable by the issuance of 17,857,143 common shares of the Company at a deemed price of $ 0.84 per share, subject to due diligence and regularity approval.

On July 21, 2014, the Company purchased 45 acres of agriculture property in Saint-Chrysostome Québec for $ 340,000.

On August 15, 2014, the Company acquired a 10% interest in Margaux Red Capital (“Margaux”). The Company acquired in the open market 310,000 common shares of Margaux.

On September 2, 2014, the Company concludes an agreement with Dr. Bruce Bedrick. Dr. Bedrick served as the Chief Executive Officer of MedBox, inc. He is a highly accomplished, versatile and respected Chiropractic Physician and business owner with over 20 years of diverse and innovative experience. In the context of Dr. Bedrick’s consultancy for the Company, he will be helping to improve the footprint of Affinor’s Business. Dr. Bedrick’s primary focus will be to apply his business skillset and advise on the expansion of the licensing of the Vertical Design patented technology for the cultivation of produce in the US and Mexico.

On September 23, 2014, the Company signed an agreement with Herbal Analytics, a Washington State testing laboratory, to provide quality control for botanical identify and quality testing, botanical drug dietary supplement research and recreational and medical cannabis testing. Herbal Analytics has the staff, instrumentation, and procedures necessary to comply with the scope of tests that Washington State requires for S1502 quality control of Cannabis and associated derivatives.

Under the terms, the agreement, the Company paid $150,000 US cash, $150,000 US in a repayable loan over a maximum of 4 years and issued 949,612 of Affinor common shares at $0.516 per share for 49% interest. The proceeds will be used to build the laboratory to meet the demand and handling the volume necessary of SI-502 and medical clients in Washington State, including, but not limited to, the equipment, employee salaries, marketing, sales and regular business needs.

On September 24, 2014, the Company acquired a 49% interest in Good to Grow LLC, a medical Marijuana dispensary and grower. Under the term of the agreement, the Company will invest $ 600,000 US to improve the existing facility.

On October 9, 2014, the Company announced that they are in the completion stages of releasing a new, sophisticated vertical cloning design. The Company will offer the state-of-the-art equipment for developing pharmaceutical and marihuana clones in United States and Canada.

On October 9, 2014, the Company management decided to not pursue the rooftop acquision located at 523/535 Richards Street, in Vancouver BC previously announced on September 11, 2014. Affinor will save a substantial amount by completing it’s own system compared to the $1.4 million cost of the rooftop acquisition.

On October 14, 2014, the Company and Herbal Clonde Bank Canada inc. (CSE:HC) have entered into a letter of intent to license a new designed automated vertical cloning machine technology. Both companies are working on the terms of the LOI and expect to reach a definitive agreement before the end of October 2014. Under the LOI, the Company will act as a consultant to Herbal Clone for the implementation of the Technology in consideration of the issuance to the Company of 1,666,667 common shares of Herbal Clone having an aggregate value of $500,000 subject to regulatory approval.

On October 16, 2014, the Company announced that the city of St-Chrysostome, Quebec, has approved the construction of the Strawberry Greenhouse on the Company property in the Province of Quebec. This will be the first of its kind and it will be supply organic, non-GMO, strawberries and other crops grown without pesticides to Eastern Canada and the Eastern seaboard of the United States,

OPERATION RESULTS

For the three-month period ended August 31, 2014, the Company recorded a net loss of $ 1,391,942compared to $ 20,507 for the three-month period ended August 31, 2013.

	For the three-month period ended		
	August 31, 2014	**August 31, 2013**	**Variation**
	$	**$**	**$**
Professional fees and consulting fees (a)	493,377	11,765	481,612
Employee benefit expenses (b)	66,848	-	66,848
Management fees (c)	75,000	19,298	55,702
Share-based payments (d)	594,214	-	594,214
Other operation expensed (e)	204,102	11,758	192,344

a) Professional fees and consulting fees increased by $ 481,612 due to an increase of business activities and the hiring of several consultants. The Company has agreed to pay consulting fees, payable in shares (403,554 common shares), to Michael Flowerdew, Radius consulting Inc., Damien Lowry, Kevin Morneau, and James Luciano. This compensation resulted in an expense of $ 210,524.

b) Employee benefits expenses increased by 66,848. The increase is due to increase of the business activities

c) Management fees increased by $ 55,702. The increase is due to an increase of business activities.

d) Share-based payments increased by $ 594,214. The increase is due to the grant of 1,000,000 options to consultants of the Company.

e) Other operations expenses increased by $ 192,344. The increase is due to an increase of business activities.

6.0 QUATERLY REVIEW

Description	2014-08-31	2014-05-31	2014-02-28	2013-11-30
	$	$	$	$
Income	-	-	-	-
Net loss	(1,391,942)	(7,904,653)	(120,771)	(62,055)
Loss per share diluted	(0,022)	(0,221)	(0,003)	(0,002)

Description	2013-08-31	2013-05-31	2013-02-28	2012-11-30
	$	$	$	$
Income	-	-	-	-
Net loss	(20,507)	(37,235)	(52,605)	(88,410)
Loss per share diluted	(0,001)	(0,001)	(0,003)	(0,006)

9.0 RESULTS OF THE FIRST QUARTER

For the three-month period ended August 31, 2014, the Company recorded a net loss of $ 1,391,942 compared to $ 20,507 for the three-month period ended August 31, 2013.

	For the three-month period ended		
	August 31, 2014	**August 31, 2013**	**Variation**
	$	**$**	
Professional fees and consulting fees (a)	493,377	11,765	481,612
Employee benefit expenses (b)	66,848	-	66,848
Management fees (c)	75,000	19,298	55,702
Share-based payments (d)	594,214	-	594,214
Other operation expensed (e)	204,102	11,758	192,344

9.0 RESULTS OF THE FOURTH QUARTER (continued)

a) Professional fees and consulting fees increased by $ 481,612. This increase is due to an increase of business activities and the hiring of several consultants. The Company has agreed to pay consulting fee, payable in shares (403,554 common shares), to Michael Flowerdew, Radius consulting Inc., Damien Lowry, Kevin Morneau, and James Luciano. This compensation resulted in an expense of $ 210,524.

b) Employee benefits expenses increased by 66,848. The increase is due to increase of the business activities.

c) Management fees increased by $ 55,702. This increase is due to an increase of business activities.

d) Share-based payments increased by $ 910,462. The increase is due to the grant of 1,000,000 options to officer, directors and consultants of the Company.

e) Other operations expenses increased by $ 192,346. The increase is due to an increase of business activities.

10.0 LIQUIDITY AND FUNDING

The Company continued to utilize its cash resources to fund its administrative requirements and product development. As the Company does not currently generate revenue, cash balances, unless replenished by capital fundraising, will continue to decline as funds are utilized to conduct its operations.

In order to fund the Company’s ongoing operational needs, the Company will need funding through equity or debt financing, joint venture arrangements or a combination thereof. The Company’s operations to date have been financed by the issuance of its common shares, debt instruments and government assistance. The Company continues to seek capital through various means including the issuance of equity and debt. While the Company has been successful in raising funds in the past, there is no assurance that it will continue to do so in the future or that it will be available on a timely basis or on terms acceptable to the Company.

On August 31, 2014 the Company had working capital of $ 2,267,379 ($ 1,909,995 as at May 31, 2014) including cash of $ 2,037,294 ($ 1,944,644 as at May 31, 2014) and had an accumulated deficit of $ 15,964,432 ($ 14,572,490 at May 31, 2014) and had incurred a loss of $ 1,391,942 ($ 20,507 at August 31, 2013) for the three-month period ended.

11.0 RELATED PARTY TRANSACTIONS

Related party transactions were recorded at the exchange value, which is the consideration determined and agreed to by the related parties.

The Company's related parties include its associate, a related company and joint key management, as described below.

Unless otherwise stated, none of the transactions incorporated special terms and conditions and no guarantees were given or received. Outstanding balances are ussually settled in cash.

11.1 Transactions with key management

Key management of the Company are members of the Board of Directors. Key management compensation allocated includes the following expenses:

	2014	2013
	$	$
Short-term key management benefits		
Social security cost (a)	4,629	-
Salaries and consulting fees (a)	62,219	-
Professional fees (b)	21,000	10,317
Others	1,268	-
Total short-term management benefits	89,116	10,317
Management fees (c)	75,000	-
Consulting fees (d)	47,499	19,298
Total remuneration	211,615	29,614

In addition, the Company has a payable of $ 20,924 in consulting and management fees to companies controlled by directors of the Company as at August 31, 2014.

11.0 RELATED PARTY TRANSACTIONS (continued)

11.1 Transactions with key management (continued)

a) The Company paid in salaries and benefits $ 54,006 ($ nil in 2013) to Tegan Adams former Chief Operating Officer, $ 12,721 ($ nil in 2013) to Jarrett Malnarich the current Chief Operating Office.

b) The Company paid $ 21,000 ($ 9,000 in 2013) in consulting fees to Corporation Financière SKTM Ltd. a Company controlled by Martin Nicoletti Chief Financial Officer.

c) The Company paid $ 37,500 ($ nil in 2013) to Aboriginal Import Export Ltd. a Company controlled by Nick Brusatore director and chairman for consulting fees, $ 37,500 ($ 19,298 in 2013) to Sediamek a Company controlled by Sébastien Plouffe President and Chief Excecutive Officer.

d) The Company paid in consulting fees $ 32,499 ($ nil in 2013) to Integra construction a Company controlled by Greg Dennison, $ 15,000 ($ nil in 2013) to Fast Creative Inc. a Company controlled by Colin Wiebe marketing director.

e) The Company granted 1,000,000 stock purchase options (nil in 2013) to consultants. The fair market value of these options is $ 594,214 ($ nil in 2013).

12.0 OFF-BALANCE SHEET TRANSACTIONS

There are no off-balance sheet transactions.

13.0 CONTRACTUAL OBLIGATIONS AND COMMITMENTS

In January 2013, the Company signed a service contract, with a company controlled by one of the officers of the Company, for accounting and financial services for an annual amount of $ 80,000 for the first year and $ 84,000 for the second year. This agreement started on January 1st, 2014 and will end on December 31, 2015. On August 31, 2014, the balance of this commitment was $ 119,000.

In December 2013, the Company signed a service contract, with a company controlled by one of the officers of the Company, for consulting and financial services for an annual amount of $ 123,000 for the first year and $ 150,000 for the second year. This agreement started on December 1st, 2013 and will end on November 30, 2015. On August 31, 2014, the balance of this commitment was $ 187,500.

The Company signed a contract for a consulting service for an amount of $ 24,000. On August 31, 2014 the balance of this commitment was $ 4,000.

The Company signed a contract for a consulting service for an amount of $ 60,000. On August 31, 2014 the balance of this commitment was $ 30,000.

14.0 OUTSTANDING SHARE INFORMATION

	As at October 30, 2014 Number
Common shares	66,653,656
Warrants	9,482,636
Brokers warrant	215,465
Options	5,050,000
Total common shares fully diluted	81,401,753

15.0 EVENTS AFTER THE REPORTING PERIOD

On September 23, 2014, the Company acquired a 49% interest in Herbal Analytics, a Washington State testing laboratory. Under the term of the agreement, the Company paid $ 150,000 US, $ 150,000 US in a repayable loan over a maximum of 4 years, and issued 949,612 common shares.

On September 24, 2014, the Company acquired a 49% interest in Good to Grow LLC, a medical Marijuana dispensary and grower. Under the term of the agreement, the Company will invest $ 600,000 US to improve the existing facility.

On September 26, 2014, the Company retained the services of Sigorex Management GMBH (''Sigorex'') to provide investor relations services, subject to regulatory approval. In consideration for Sigorex's services, the Company has agreed to pay a fee of US $ 125,000 immediately and an additional US $ 50,000 in two equal payments, one after three months and one after six months. The Company has granted to three consultants a total of 300,000 incentive options stock options to purchase common shares. The options are exercisable on or before September 22, 2019 at an exercise price of $ 0.40 per option.

On October 2, 2014, the Company entered into an exclusive patent license agreement with Vertical Designs ltd. (''VDL'') to become the commercial licensor of VDL patented food growing technology on a worldwide territory excluding only Ontario, Alberta and the Maritimes (the ''Territory''). Under the terms of the agreement, the Company will use VDL's technology to produce high quality non-GMO fruits and vegetables, royalty free to VDL. An initial entry fee is paid to VDL by the issuance of 722,222 common shares of the Company. Also under the agreement, the Company will be able to sublicense VDL's technology for fruits and vegetables to any other company of facility on the territory and receive a royalty on sub-licensed production. The Company will receive 50% of any fee or royalty paid to it by any sublicense of the VDL technology, the other portion being paid to VDL.

15.0 EVENTS AFTER THE REPORTING PERIOD (Continued)

On October 16, 2014, the Company retained the services of Secure Security Group (¨SSG¨) to provide investor relations services, subject to regulatory approval. In consideration for SSG's services, the Company has agreed to pay a monthly cash advisory fee US$ 8,000. The Company has granted 1,000,000 warrants. The warrants are exercisable on or before October 16, 2019 at an exercise price of $ 0.32 per warrant.

On October 17, 2014, the Company amended the original consulting agreement with Dr. Bruce Bedrick. In consideration for Dr. Bedrick's services, the Company has agreed to pay a monthly cash advisory fee US$ 8,000. The Company has granted 1,000,000 warrants. The warrants are exercisable on or before October 16, 2019 at an exercise price of $ 0.32 per warrant.

On October 18, 2014, the Company and the D&G shareholders agreed to cancel the original agreement. The Company sells back to the D&G shareholders all the issued and outstanding D&G shares purchased by the Company pursuant to original share exchange agreement, in consideration for which the D&G shareholders sell back to the Company 2,550,000 common shares. The D&G shareholders grant to the Company an irrevocable option to purchase all the issued and outstanding D&G shares which option may be exercised no later than October 18, 2017.

On October 23, 2014, the Company signed a sub-license agreement with GeoNovus Minerals Corp. (''Geonovus'') giving them access to the agricultural market place. Under the agreement, the Company is sublicensing a vertical growing technology to GeoNovus for a facility in Langley, British Columbia, as well as in Uruguay, in exchange for 6,000,000 common shares of GeoNovus on signature of the agreement and another 6,000,000 common shares in 6 months following the signature of the agreement, subject to regulatory approval. GeoNovus will also pay a royalty of 3% to the Company on all of its net sales.

On October 28, 2014, the Company entered into a consulting agreement with Georges Laracque Management Inc. Under the agreement, the Company will pay consulting fees of $ 3,000 per month. The Company has granted 200,000 incentive stock options to purchase common shares. The options are exercisable on or before October 28, 2017 at an exercise price of $ 0.25 per option.

16.0 FINANCIAL RISK MANAGEMENT

The Company is exposed to various risks related to financial instruments. The financial assets and liabilities of the Company are summarized by category in note 15 of the financial statements. The main types of risks to which the Company is exposed are market risk, credit risk and liquidity risk.

No change has been made in terms of objectives, policies or procedures related to the management of risks arising from financial instruments during periods of financial reporting considered.

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company is exposed to interest rate risk. The objectives of the Company are to ensure cash inflows in the short and medium term, while reducing exposure to capital markets. The Company does not trade in financial assets for speculative purposes.

The main financial risks to which the Company is exposed are detailed below :

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

The Company manages its liquidity risk by using budgets that enable it to determine the amounts required to fund its obligations.

As at August 31, 2014, all of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

As at August 31, 2014, the Company presents a working capital of $ 2,267,379. The ability of the Company to continue its activities relies upon the supports of its suppliers and obtaining additional financing.

Credit risk

Credit risk results from the possibility that a loss may occur from the failure of another party to perform according to the terms of the contract. Cash are held with a Canadian chartered bank which reduces the risks. Also the Company continuously menitors defaults of others parties. No impairment loss has been recognized on the periods presented.

The Group's management considers that all financial assets that are not impaired or past due for each of the reporting dates under review are of good credit quality.

17.0 OUTLOOK

During the year, the Company is planning to;

- Complete the construction of a Strawberry Facility on farmland acquired in Saint-Chrysostome, Quebec. The Company anticipate to terminate in December 2014 and to begin production in spring 2015.
- Improve the Good to Grow facilities in Washington in fall 2014 for medical and recreational marihuana and to receive the recreational license in early 2015.
- Assist the management of the Herbal Analytic management.
- Complete to require financing to achieve the various objectives.

18.0 INFORMATION COMMUNICATION CONTROLS AND PROCEDURES

In accordance with national instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings (''NI 52-109 ''), the Chief Executive Officer (''CEO'') and Chief Financial Officer (''CFO'') of the Corporation will file a Venture Issuer Basic Certificate with respect to the financial information contained in the audited annual financial statements and respective accompanying Management's Discussion and Analysis.

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certification includes a ''Notice to Reader'' stating that chief executive officer and chief financial officer do not make any representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

19.0 ADDITIONAL INFORMATION AND CONTINUOUS DISCLOSURE

This MDA was prepared as of October 30, 2014. The Company regularly discloses additional information by filing press releases and quarterly financial statements on SEDAR (www.sedar.com). More information about the Company can be also found on SEDAR (www.sedar.com).

October 30, 2014

(signé) Sébastien Plouffe	(signé) Martin Nicoletti
Sébastien Plouffe,	Martin Nicoletti, CPA, CGA,
President and Chief Executive Officer	Chief Financial Officer