

FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102

Item 1 **Name and Address of Company**

Affinor Growers Inc. (the « Issuer »)
410 St-Nicolas, Suite 236
Montreal, Quebec H2Y 2P5
Tel: (514) 360-3676

Item 2 **Date of Material Change**

January 12, 2015.

Item 3 **News Release**

The press release was issued and distributed on January 13, 2015.

Item 4 **Summary of Material Change**

The Issuer acquired the ownership of the farming technology patent entitled “Method and Apparatus for Automated Horticulture and Agriculture” from Vertical Designs Ltd. in consideration of the issuance of five million shares of the Issuer, such shares to be issued within thirty days after the confirmation by the World Intellectual Property Organization and the regulatory approval.

Item 5 **Full Description of Material Change**

The material change is fully described in the Issuer’s press release which is attached hereto and 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
Telephone: (514) 360-3676

Item 9 **Date of report**

January 14, 2015.

AFFINOR

GROWERS

AFFINOR GROWERS
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Listed on the Canadian Securities Exchange under the symbol ("AFI")

Affinor Growers Acquires Farming Technology Patent from Vertical Designs Ltd

January 13, 2015, Montreal, Canada - Affinor Growers (CSE:AFI, OTC:RSSFF, Frankfurt:IAF) ("Affinor" or the "Corporation) announces they have completed the acquisition and ownership, development and commercialization rights of the farming technology "Method and Apparatus for Automated Horticulture and Agriculture" Patent from Vertical Designs Ltd ("VDL").

VDL is a patented provider of safe, high quality agricultural and vertical farming technologies and will assign the patent to Affinor to produce a number of high quality agricultural products including herbs, lettuce, spinach, and plants that require pollination such as strawberries. Under the terms, Affinor becomes the patent holder and will issue to VDL in consideration five million common shares at a price of twenty cents per share, such shares to be issued within thirty days after the confirmation by the World Intellectual Property Organization and the regularity approval.

Sebastien Plouffe, President and CEO of Affinor, commented, "This patent creates unique growing conditions and microenvironments for proper tissue development resulting in optimum crops production, quality products and long shelf life. The technology increases the traditional yield per square foot from 10 to 15 times and decreases spoilage or scrap for many leafy green products. And, it eliminates the use of pesticides and other chemical inputs due to a controlled environment. We anticipate this acquisition will contribute meaningfully to our growing IP portfolio and towards our corporate mission to become a leading agricultural technology company focused on solving the world's food issues."

The patent process is a continuous cultivation from seed to harvest for perpetual production reducing watering times and amounts, which results in a year round production. The patent provides technological advancements in commercial agriculture with optimized and automated air flow, temperature and CO2 at every level, allowing plants to breathe properly which results in reduced growth times and proper tissue development. Also, the proprietary microenvironments powered by software helps to control cell elongation typically found in hydroponic greenhouse applications. This results in a more stable product and longer shelf life. The patent is ergonomically designed to reduce labor cost for pruning, trimming, transplanting, inspecting and harvesting.

<http://www.affinorgrowers.com/en/investors/news-releases>

About Affinor Growers Inc.

Affinor Growers is a diversified publicly traded company on the Canadian Securities Exchange under the symbol ("AFI"). Affinor is focused on growing high quality crops such as romaine lettuce, spinach, strawberries and high quality medical Marijuana. Affinor is committed to becoming a pre-eminent grower, using exclusive vertical farming techniques.

On Behalf of the Board of Directors

AFFINOR GROWERS 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

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