

**AFFINOR GROWERS INC.
(the "Corporation")**

MANAGEMENT PROXY CIRCULAR

**ANNUAL MEETING OF SHAREHOLDERS
(the "Meeting")**

REGISTERED SHAREHOLDERS

You will have received a form of proxy from the Corporation's transfer agent, Computershare Investor Services Inc. ("**Computershare**"). Complete, sign and mail your form of proxy in the postage prepaid envelope provided or fax it to the number indicated on the form.

NON-REGISTERED SHAREHOLDERS

Your common shares (the "**Common Shares**") are held in the name of a nominee (securities broker, trustee or other financial institution). You will have received a request for voting instructions from your broker. Follow the instructions on your Voting Instruction Form to vote by telephone, Internet or fax, or complete, sign and mail the Voting Instruction Form in the postage prepaid envelope provided. **To vote in person, see the box on page 4 of the management proxy circular (the "Management Proxy Circular").**

PROXY VOTING

Who is soliciting my proxy?

The enclosed form of proxy is being solicited by the management of the Corporation in connection with the annual and special meeting of shareholders (the "**Meeting**") and the associated costs will be borne by the Corporation. The solicitation of proxies will be primarily by mail, but may be by telephone or other personal contact by directors of the Corporation, such directors receiving no compensation therefore. In addition, the Corporation shall, upon request, reimburse brokerage firms and other custodians for their reasonable expenses in forwarding proxies and related material to beneficial owners of Common Shares of the Corporation.

How do I vote?

There are two ways you can vote your Common Shares if you are a registered shareholder. **You may vote in person at the Meeting or you may sign the enclosed form of proxy appointing the named persons or some other person you choose, who need not be a shareholder, to represent you as proxyholder and vote your Common Shares at the Meeting.** If your Common Shares are held in the name of a nominee, please see the box on page 4 for voting instructions.

What if I plan to attend the Meeting and vote in person?

If you are a registered shareholder and plan to attend the Meeting on February 19, 2015 and wish to vote your Common Shares in person at the Meeting, do not complete or return the form of proxy. Your vote will be taken and counted at the Meeting. Please register with the transfer agent, Computershare, upon arrival at the Meeting. If your Common Shares are held in the name of a nominee, please see the box on page 4 for voting instructions.

PROXY VOTING (continued)**What am I voting on?**

The shareholders will be asked to vote on the following:

1. The election of directors to the board of directors of the Corporation for 2015;
2. The appointment of auditors of the Corporation for 2015 and the authorization for the members of the board to fix their remuneration;
3. Any such other business as may probably be brought before the meeting or any adjustment therefore.

For further information, please refer to the heading "**Agenda for Shareholders' Meeting**".

Other than as specifically discussed under the heading "**Agenda for Shareholders' Meeting**", no director or senior officer, past, present or nominated hereunder, or any associate or affiliate of such persons, or any person on behalf of whom this solicitation is made, has any interest, direct or indirect, in any matter to be acted upon at the Meeting, except that such persons may be directly involved in the normal business of the Meeting or the general affairs of the Corporation.

What if I sign the form of proxy enclosed with this Management Proxy Circular?

Signing the enclosed form of proxy gives authority to Sebastien Plouffe or Pierre C. Miron, each of whom is a director of the Corporation, or to another person you have appointed, to vote your Common Shares at the Meeting.

Can I appoint someone other than these directors to vote my Common Shares?

Yes. Write the name of this person, who need not be a shareholder, in the blank space provided in the form of proxy. It is important to ensure that any other person you appoint is attending the Meeting and is aware that he or she has been appointed to vote your Common Shares. Proxy holders should, upon arrival at the Meeting, present themselves to a representative of Computershare.

What do I do with my completed proxy?

Return it to the Corporation's transfer agent in accordance with the instructions on the enclosed form of proxy **no later than 5:00 p.m. on February 17, 2015**. This will ensure that your vote is recorded.

If I change my mind, can I take back my proxy once I have given it?

Yes. If you change your mind and wish to revoke your proxy, prepare a written statement to this effect. The statement must be signed by you or your attorney as authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney of the corporation duly authorized. This statement must be delivered at the above-mentioned registered office of Computershare, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, and upon either of such deposits the proxy is revoked.

PROXY VOTING (continued)

How will my Common Shares be voted if I give my proxy?

The persons named on the form of proxy must vote or withhold from voting your Common Shares, or must vote for or against the matters on the agenda, in accordance with your directions, or you can let your proxyholder decide for you. **Where shareholders have no specified in the form of proxy the manner in which the designated proxyholders are required to vote on the Common Shares represented thereby as to any matter to be voted on, such Common Shares will be voted on any ballot that may be called FOR or in FAVOR of such matter.** Please refer to the heading "Agenda for Shareholders' Meeting".

What if amendments are made to these matters or if other matters are brought before the Meeting?

The persons named in the form of proxy will have discretionary authority with respect to amendments or variations to matters identified in the enclosed form of proxy and with respect to other matters which may properly come before the Meeting. As of the time of printing of this Management Proxy Circular, management of the Corporation knows of no such amendment, variation or other matter expected to come before the Meeting. If any other matters properly come before the Meeting, the persons named in the form of proxy will vote on them in accordance with their best judgment.

How many Common Shares are entitled to vote?

As of the date hereof, there are 64,875,878 Common Shares of the Corporation issued and outstanding, each of which is entitled to one vote at the Meeting. Only shareholders registered at the close of business on January 17, 2015 (the "**Record Date**") are entitled to receive notice of and to vote at the Meeting unless after that date a shareholder of record transfers his Common Shares and the transferee, upon producing properly endorsed certificates evidencing such Common Shares or otherwise establishing that he owns the Common Shares, requests no later than 10 days before the Meeting that the transferee's name be included on the list of shareholders entitled to vote, in which case such transferee is entitled to vote such Common Shares at the Meeting.

To the knowledge of management and directors of the Company dated January 17, 2015, the only shareholder, who directly or indirectly holds, more than 10% of all voting shares of the Corporation or exercises controls or has the upper hand over 10% of the shares is;

Shareholder Name ⁽¹⁾	Designation of Share	Number of Common Shares	Percentage of Class Held
Nick Brusatore	Common	15,168,166 ⁽²⁾	23,38%

Notes:

(1) Of these shares, 5,685,166 are held indirectly by Vertical Designs LTD., which Mr. Nick Brusatore controls.

As of the date hereof, the directors and officers, as a group, own beneficially, directly or indirectly, 18,890,166 Common Shares of the Corporation, representing 29.12 % of the currently issued and outstanding Common Shares.

What if ownership of Common Shares has been transferred after January 17, 2015?

The person who acquired such Common Shares after January 17, 2015, must produce properly endorsed share certificates or otherwise establish that he or she owns the Common Shares and must ask the Corporation no later than 5:00 p.m. on February 17, 2015 that his or her name be included in the list of shareholders before the Meeting in order to be entitled to vote these Common Shares at the Meeting.

PROXY VOTING (continued)

Who counts the votes?

The Corporation's transfer agent, Computershare, counts and tabulates the proxies. This is done independently of the Corporation to preserve the confidentiality of individual shareholder votes. Proxies are referred to the Corporation only in cases where a shareholder clearly intends to communicate with management or when it is necessary to do so to meet the requirements of applicable law.

If I need to contact the transfer agent, how do I reach them?

For general shareholder enquiries, you can contact the transfer agent by mail at:

Computershare Investor Services Inc.
1500, University, 7th Floor
Montreal, QC H3A 3S8

or by telephone:

From Canada or the United States of America, at 1-514-982-7888

or by fax:

From Canada or United States of America, 1-514-982-7580

<p>If my Common Shares are not registered in my name but are held in the name of a nominee (a bank, trust company, securities broker, trustee or other), how do I vote my Common Shares?</p>

<p>There are two ways you can vote your Common Shares held by your nominee. As required by Canadian securities legislation, you will have received from your nominee either a request for voting instructions or a form of proxy for the number of Common Shares you hold. For your Common Shares to be voted for you, please follow the voting instructions provided by your nominee. Since the Corporation has limited access to the names of its non-registered shareholders, if you attend the Meeting, the Corporation may have no record of your shareholdings or of your entitlement to vote unless your nominee has appointed you as proxyholder. Therefore, if you wish to vote in person at the Meeting, insert your own name in the space provided on the request for voting instructions or form of proxy and return same by following the instructions provided. Do not otherwise complete the form as your vote will be taken at the Meeting. Please register with the transfer agent, Computershare, upon arrival at the Meeting.</p>
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AGENDA FOR SHAREHOLDERS' MEETING

1. ELECTION OF DIRECTORS

The board of directors currently has five members. The term of office of each of the current directors will end at the conclusion of the Meeting. Each director elected will hold office until the conclusion of the next annual meeting of the Corporation at which a director is elected, unless the director's office is earlier vacated in accordance with the Articles of the Corporation or the provisions of the *Canada Business Corporations Act*.

At the meeting, the persons named below will be proposed for election as directors of the company. Unless authority to vote against the election of director's is withdrawn, the persons named in the proxy form enclosed exercise the voting rights attached to shares represented by that form for the election candidates listed below. Management does not anticipate that candidates will be unable to perform their duties as a director or it is not prepared to do so. Each director elected will hold office until the next annual meeting or until his successor is duly elected or appointed, unless it ceases to perform his duties under the Companies Act (Quebec) or the appointment is terminated earlier pursuant to the regulations of the Company.

AGENDA FOR SHAREHOLDERS' MEETING (continued)

The following table sets out each nominee's province of residence and principal occupation, business or employment, the period of time during which each has been a director of the Corporation and the number of shares of the Corporation beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at January 17, 2015.

Name & Municipality of Residence	Position with the Corporation	Present Occupation	Director Since	Number and Percentage of Common Shares Beneficially Owned or Controlled
Sébastien Plouffe, Montreal, Quebec	President, Chief Executive Officer and Director	President and Chief Executive Officer of Affinor	2013	3,272,000 ⁽²⁾ 5.04%
Nick Brusatore, ⁽¹⁾ Port Coquitlam, BC	Executive Chairman and Director	President of Vertical Designs Ltd.	2014	15,168,166 ⁽³⁾ 23.38%
Pierre C. Miron St-Julie, Montreal	Chief financial officer and Director	Chief Financial Officer	2014	Nil %
Jeff Sopatyk ⁽¹⁾ Saskatoon, Saskatchewan	Director	Saskatchewan farmer and select seed grower	2014	450,000 ⁽⁴⁾ 0.69 %
Dr. Alan R. Boyco, ⁽¹⁾ Port Moddy, BC	Director	Dr. of optometry to Vancouver Canucks sports team and Image Optical Optometry	2014	Nil %
Hugh Bowman, Burlington, Ontario	Director	Agriculture specialist	2015	Nil %
Total				29.12 %

Notes:

- (1) Member of the audit committee.
(2) Of which 650,000 are indirectly held through Sediamek Inc., a company controlled by Mr. Sébastien Plouffe.
(3) Of which 5,685,166 are indirectly held through Vertical Design Ltd., a company controlled by Mr. Nick Brusatore.
(4) Of which 50,000 are indirectly held through Sopatyk Holdings Ltd., a company controlled by Mr. Jeff Sopatyk.

Each candidate himself provided information on common shares over which he exercises control or direction. On January 17, 2015, the directors and officers as a group, beneficially own, directly, 18,890,166 common shares, representing 29,12% of common shares currently issued and outstanding, excluding 18,890,166 common shares subject to warrants and options.

Each of the proposed nominees was elected for their current mandate by the company's shareholders in a meeting about which they were notify with a management proxy circular.

AGENDA FOR SHAREHOLDERS' MEETING (continued)**Cease Trade Orders, Bankruptcies, Penalties or Sanctions**

To the knowledge of the Corporation no proposed director of the Corporation is, or has been within 10 years before the date of this management proxy circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that:

a) is, on the date of this Proxy Circular by management, or was, during the 10 years preceding that date, a director or executive director of a company (including society) that he exercised during this function, fulfills one of the following conditions:

- i) was subject to a cease trade order or similar order to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or
 - ii) was subject to an order issued after a proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
 - iii) while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.
- b) To the knowledge of the Corporation, no proposed director of the Corporation has, within the 10 years before the date of this management proxy circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Furthermore, to the knowledge of the Corporation, no proposed director of the Corporation has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

AGENDA FOR SHAREHOLDERS' MEETING (continued)

2. APPOINTMENT OF AUDITORS

Shareholders are asked to vote for the appointment of Raymond Chabot Grant Thornton, Chartered Accountants, LLP as auditors of the Corporation until the next annual meeting, and to authorize the directors to fix their remuneration.

The people whose names are in the proxy form intent to vote in favour of the nomination of Raymond Chabot Grant Thornton LLP as auditors of the Corporation until the next annual meeting. **Unless authority to vote in respect thereof is withheld, the nominees named in the accompanying form of proxy will vote in favour of the appointment of Raymond Chabot Grant Thornton LLP, as auditors of the Corporation and the authorization to the board of directors to fix their remuneration. The proposal requires the approval of a majority of the votes cast at the Meeting.**

3. OTHER MATTERS

Management is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Management Proxy Circular.

EXECUTIVE COMPENSATION

Compensation Discussion and analysis

Compensation Philosophy and Objectives

The Corporation is an agriculture corporation which currently does not have positive earnings. The board of directors meets to discuss and determine management compensation without reference to formal criteria. The general objective of the Corporation's compensation is to: (i) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (ii) align management's interests with the long-term interests of shareholders; (iii) provide a compensation package that is commensurate with other junior mining exploration companies in order to enable the Corporation to attract and retain talent; and (iv) ensure that the total compensation package is designed in a manner that takes into account the constraints under which the Corporation operates and taking into account that it is a junior mining exploration corporation without a history of earnings.

Elements of Remuneration of the Named Executive Officers

The compensation paid to Named Executive Officers (as defined herein) is comprised of two main components: base salary and long-term incentives in the form of stock options granted pursuant to the Corporation's stock option plan (the "**Stock Option Plan**"). The Corporation places equal emphasis on base salary and stock options as short-term and long-term incentives, respectively.

Base Salary

The Corporation believes that base salaries provide an immediate cash incentive to management and should be at levels competitive with peer companies that compete with the Corporation for business opportunities and executive talent.

The Named Executive Officers receive a base salary which is based primarily on the level of responsibility of the position, the qualifications and experience of the officer and market conditions. The base salary may be paid to the Named Executive Officers in the form of a consulting fee.

The base salaries of the Named Executive Officers are reviewed annually to ensure that they take into account the following factors: market and economic conditions, levels of responsibility and accountability of each Named Executive Officer, skill and competencies of each individual, retention considerations, and level of demonstrated performance.

Long-Term Incentive Plans

Stock options ensure that the Named Executive Officers are motivated to achieve long-term growth of the Corporation and increases in shareholder value, and provide capital accumulation linked directly to the Corporation's performance.

The Option Plan is the only long-term incentive plan of the company and is intended for directors, officers, key employees and consultants of the company. The principal terms of this scheme are as follows:

i) the maximum number of shares that may be issued under the scheme will be limited to 10% of the outstanding common shares of the company;

EXECUTIVE COMPENSATION (continued)

- ii) the options are non transferable and their duration cannot exceed five years;
- iii) the options expire 90 days after the departure of the recipient

Summary Compensation Table

The following table sets forth information concerning the compensation paid to the Corporation's President and Chief Executive Officer, Chief Financial Officer and named executive officers (the "**Named Executive Officers**") as required to be disclosed in accordance with applicable securities regulations during the Corporation's financial year ended May 31, 2014:

"Named Executive Officers" or "NEOs" means the following individuals:

- (a) each CEO;
- (b) each CFO;
- (c) each of the Corporation's three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed financial year and whose total salary and bonus exceeds \$150,000; and
- (d) any additional individuals for whom disclosure would have been provided under (c) except that the individual was not serving as an officer of the Corporation at the end of the most recently completed financial year-end.

Such information includes the following: the salary earned, any other compensation, including the specific benefits and other personal benefits, the options granted under the Stock Option Plan of the Corporation and any other compensation which is not disclosed elsewhere.

As at May 31, 2014, the end of the most recently completed financial year of the Corporation, the Corporation had two Named Executive Officers, whose names and positions held within the Corporation are set out in the summary compensation table below.

EXECUTIVE COMPENSATION (continued)
Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Sebastien Plouffe ⁽²⁾ President & Chief Executive Officer	2014	121,298 ⁽³⁾	nil	5,423	nil	nil	nil	nil	126,721
	2013	nil	nil	nil	nil	nil	nil	nil	nil
	2012	nil	nil	nil	nil	nil	nil	nil	nil
Claude Veillette ⁽⁴⁾ President & Chief Executive Officer	2014	15,000 ⁽⁵⁾	nil	3,254	nil	nil	nil	nil	18,254
	2013	66,000 ⁽⁵⁾	nil	nil	nil	nil	nil	nil	66,000
	2012	nil	nil	nil	nil	nil	nil	nil	nil
Nick Brusatore ⁽⁶⁾ Executive Chairman	2014	25,000 ⁽⁷⁾	5,900,000	421,248	nil	nil	nil	nil	6,346,248
	2013	nil	nil	nil	nil	nil	nil	nil	nil
	2012	nil	nil	nil	nil	nil	nil	nil	nil
Martin Nicoletti ⁽⁸⁾ Chief Financial Officer	2014	51,000 ⁽⁹⁾	nil	2,711	nil	nil	nil	nil	53,711
	2013	36,152 ⁽⁹⁾	nil	nil	nil	nil	nil	nil	36,152
	2012	23,520 ⁽⁹⁾	nil	nil	nil	nil	nil	nil	23,520
Greg Dennison ⁽¹⁰⁾ Chief Financial Officer	2014	29,582 ⁽¹¹⁾	nil	29,563	nil	nil	nil	nil	50,812
	2013	nil	nil	nil	nil	nil	nil	nil	nil
	2012	Nil	nil	nil	nil	nil	nil	nil	nil
Tegan Adams ⁽¹²⁾ Chief operating officer	2014	11,640	nil	29,563	nil	nil	nil	nil	41,203
	2013	nil	nil	nil	nil	nil	nil	nil	nil
	2012	nil	nil	nil	nil	nil	nil	nil	nil

Notes:

- (1) Figures based on the fair value at the grant date under the stock option plan. Specifically, a model of option pricing Black and Scholes has been used with the following assumptions determined at the date of grant: risk free interest rate of 1.675 %, average expected life to 5 years, expected volatility of 125% and expected dividend yield of nil %.
- (2) Mr. Sébastien Plouffe was appointed as the president and Chief Executive Officer on June 17, 2013.
- (3) Compensation paid to Sediamek Inc, a company controlled by Sebastien Plouffe as consulting fees.
- (4) Mr. Claude Veillette was appointed as the president and Chief Executive Officer on December 1st 2010. Mr. Veillette resigned on June 17, 2013 as an officer and on January 17, 2014 as a director.
- (5) Compensation paid to Gestion Claude Veillette Ltd., a company controlled by Claude Veillette as consulting fees.
- (6) Mr. Nick Brusatore was appointed executive chairman of the board of directors on April 7, 2014.
- (7) Compensation paid to Aboriginal Import Export, a company controlled by Nick Brusatore as consulting fees.
- (8) Mr. Martin Nicoletti was appointed as the Chief Financial Officer on December 1st 2010. Mr. Nicoletti resigned on April 10, 2014. Mr Nicoletti was appointed on September 4, 2014. Mr Nicoletti resigned on December 2, 2014.
- (9) Compensation paid to Corporation Financiere SKTM Ltd., a company controlled by Martin Nicoletti as consulting fees.
- (10) Mr. Greg Dennison was appointed as the Chief Financial Officer on April 10, 2014. Mr Dennison resigned on September 4, 2014.
- (11) A compensation of \$ 12,916 has been paid to Integra Construction Ltd., a company controlled by Greg Dennison as consulting fees.
- (12) Mrs. Tegan Adams was appointed as the chief operating officer on April 9, 2014. Mrs. Adams resigned on July 17, 2014.

Outstanding Option-Based Awards

The table below sets forth information regarding option-based awards outstanding as at May 31, 2014. The closing price of common shares of the company at the Stock Exchange was \$ 0.80 as of May 31, 2014.

EXECUTIVE COMPENSATION (continued)

Incentive Plan Awards – Value Vested or Earned during the Year

Name	Option-based awards				Share-based awards	
	Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised In-The-Money option (\$)	Number of shares or share units whose rights have not been acquired	Market value or payment of awards in the form of shares whose rights have not been acquired (\$)
Sebastien Plouffe	1,000,000	0.10	31/07/2018	700,000	nil	nil
Nick Brusatore	1,000,000 250,000	0.42 0.49	14/04/2019 9/05/2019	380,000 77,500	10,000,000	5,900,000
Martin Nicoletti	500,000	0.10	31/07/2015	350,000	nil	nil
Greg Dennisson	100,000	0.35	8/04/2019	45,000	nil	nil
Tegan Adams	100,000	0.35	8/04/2019	45,000	nil	nil

Name	Option-Based Awards – Value Vested during the Year ⁽¹⁾ (\$)	Share-Based-Awards- Value Vested during the Year (\$)	Remuneration under an Incentive Plan other than an Option-Based Award- Earned Value during the Year (\$)
Sebastien Plouffe	nil	nil	nil
Nick Brusatore	nil	nil	nil
Martin Nicoletti	nil	nil	nil
Greg Dennisson	nil	nil	nil
Tegan Adams	nil	nil	nil

Note:

EXECUTIVE COMPENSATION (continued)**Compensation of Directors**

During the year ended May 31, 2014, the company has not paid any compensation to its directors who are not members of the named executive officers other than the granting of stock options

Director Compensation Table

Name	Fees earned (\$)	Share-Based Awards (\$)	Options-Based-Awards (\$)	All Other Compensation (\$)	Total (\$)
Serge Servant	nil	nil	1,085	nil	1,085
Jeannot Th��berge	nil	nil	1,085	nil	1,085
Eddy Omar Escalante	27,260	nil	2,806	nil	30,066
Alan R. Boyco	nil	nil	26,026	nil	26,026

Figures based on the fair value at the grant date under the Stock Option Plan. Specifically, a model of option pricing Black Scholes has been used with the following hypotheses determined at the date of grant: risk-free interest rate of 1.675%, average expected life of 5 years, expected volatility of 125% and expected dividend yield rate of nil %

The table below sets forth information regarding option-based awards outstanding as at May 31, 2014. The closing price of common shares of the company at the Stock Exchange was \$ 0.80 as of May 31 2014.

Name	Option-based awards				Share-based awards	
	Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised In-The-Money option (\$)	Number of shares or share units whose rights have not been acquired	Market value or payment of awards in the form of shares whose rights have not been acquired (\$)
Serge Servant	nil	nil	nil	nil	nil	nil
Jeannot Th��berge	nil	nil	nil	nil	nil	nil
Eddy Omar Escalante	250,000	0.05	20/02/2019	187,500	nil	nil
Alan R. Boyco	100,000	0.33	24/04/2019	47,000	nil	nil

The following table discloses the aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date.

EXECUTIVE COMPENSATION (continued)**Incentive Plan Awards – Value Vested or Earned during the Year**

Name	Option-Based Awards – Value Vested during the Year (\$)	Share-Based-Awards- Value Vested during the Year (\$)	Remuneration under an Incentive Plan other than an Option-Based Award- Earned Value during the Year (\$)
Serge Servant	nil	nil	nil
Jeannot Théberge	nil	nil	nil
Eddy Omar Escalente	nil	nil	nil
Alan R. Boyco	nil	nil	nil

Securities Authorized for Issuance under Equity Compensation Plans

The following table sets out certain details as at May 31, 2014, the end of the Corporation's last fiscal year, with respect to compensation plans pursuant to which equity securities of the Corporation are authorized for issuance.

Equity Compensation Plan Information

Plan Category	Number of Common Shares to be Issued Upon Exercise of Outstanding Options	Weighted Average Exercise Price of Outstanding Options	Number of Common Shares Remaining Available for Future Issuance Under the Equity Compensation Plans
Equity Compensation Plans of the Corporation approved by the shareholders	4,620,000	\$0.28	1,475,390
Equity Compensation Plans of the Corporation not approved by the shareholders	nil	nil	nil
Total:	4,620,000	\$0.28	1,475,390

Note:

- (1) A total of 4,620,000 common shares are currently reserved for issuance under the Stock Option Plan.

As at May 31, 2014, 4,620,000 common shares can be issuable upon the exercise of outstanding options representing 7.58% of the issued and outstanding common shares of the Corporation. Such options were exercisable at exercise prices ranging from \$ 0.05 to \$ 0.80 per common share and were due to expire up to 2019.

Pension Plan Benefits

No pension or retirement benefits plans have been instituted and none are proposed at this time.

EXECUTIVE COMPENSATION (continued)

Termination and Change of Control Benefits

There is no plan or compensation mechanism in favour of an officer which could be triggered following the termination of employment or a change of control.

Indebtedness of Directors and Executive Officers

Since the commencement of the last completed financial year of the Corporation, none of the directors or senior officers or employees of the Corporation have been or are indebted to the Corporation nor has the Corporation guaranteed or otherwise supported any indebtedness of any of the said parties during that period.

Interest of Management and Others in Material Transactions

To the knowledge of the Corporation, no directors or executive officers or any other insiders of the Corporation or persons in relation or being part of the same group as said officials has any material interest in a transaction having been concluded since the beginning of the last financial year or has an interest in any planned transaction that has or could affect in a material manner the Corporation or one of its subsidiaries.

Directors and Officers Liability Insurance

The Corporation maintains a Directors' and Officers' liability insurance. For the financial year ended May 31, 2014, the insurance coverage was fixed at \$ 2,000,000 and the insurance premium was \$ 7,666.

AUDIT COMMITTEE INFORMATION

Audit Committee Charter

The Audit Committee has a formal charter, the text of which is attached to this Management Proxy Circular as Schedule "B". The Audit Committee Charter sets out the mandate and responsibilities of the Audit Committee that the board revised after careful consideration of *Regulation Instrument 52-110 Audit Committees ("Regulation 52-110")*.

Composition of Audit Committee

Name	Independent	Financially Literate
Nick Brusatore	No	Yes
Jeff Sopatyk	Yes	Yes
Alain R. Boyco	Yes	Yes

AUDIT COMMITTEE INFORMATION (continued)

The Audit Committee is comprised of three directors, one of which are independent under Regulation 52-110. All the members of the Committee are "financially literate" and have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity that can reasonably be expected to be raised by the Corporation's financial statements.

The Audit Committee meets quarterly or adopt written resolutions recommending approval of financial statements. The three members of the Audit Committee attended the meeting recommending approval of financial statements

Relevant Education and Experience

The education and experience of each Audit Committee member that is relevant to the performance of his responsibilities are as follows:

Mr. Nick Brusatore, Executive Chairman of the board of directors and Director: MR. Brusatore is an authority in growing technologies, and was a keynote speaker at the International Conference on Marijuana in New York and Head moderator at a similar event in San Francisco. He often sits on discussion panels as an expert in this industry. Mr. Brusatore is the original designer of Terrasphere Systems, which started in 2001, and he is currently the major shareholder and designer of vertical Design Ltd., started in 2010. Mr. Brusatore brings over 14 years of experience in agri designs and plant physiology and expertise in the manipulation of metabolic pathways to achieve organic chemistry. Mr. Brusatore recently worked in the biotech sector, growing transgenic tobacco for a large pharmaceutical giant, as well as transgenic safflower to create insulin for medical use.

Jeff Sopatyk, Director: Jeff Sopatyk has been farming in the Saskatoon, Saskatchewan are. Mr. Sopatyk has a diploma in Agriculture from the University of Saskatchewan. Twenty years ago he established a commercial seed growing business as a pedigree and Select Status seed grower. He has been growing a wide array of seed crops including wheat, canola, barley, lentils, peas, hemp, and Faba beans on the his 7,000 acre farm. He also has cooperated with several researchers from the University of Saskatchewan over the years with on farm research, focusing on environmental issues, germ plasm trials, inoculants, fertilizers, and plant breeding programs. For several years, Mr. Sopatyk was a director of the Saskatchewan Pulse Growers Association as well as a Director of Pulse Canada. He believes that Sustainability of Agriculture is crucial with the world population expecting to rise dramatically. He is excited to be involved with Affinor who is committed to Sustainable food products to their customers, the planet, and the economy.

Dr. Alan Boyco, Director: Dr. Boyco, BSc, OD is a licensed optometrist with expertise focused on sports eye care and anterior segment/glaucoma. He received his bachelor of science (biology and psychology) from the University of Alberta, and then went on the graduate from the Pacific University School of Optometry. He maintains multiple practices throughout the Lower Mainland of British Columbia. Dr. Boyco enjoys the position of official team optometrist and eye care provider to the various local Vancouver professional sports franchises, covering the games from hockey to soccer. He is a member of the National Hockey League Team Physicians Society. His expertise has given him the opportunity to appear on morning television in a segment called "Eyes on Vancouver".

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on exemptions in relation to Services not related to the audit of minimal value or any exemption provided by Part 8 of Regulation 52-110.

AUDIT COMMITTEE INFORMATION (continued)**Pre-Approval Policies and Procedures**

The Audit Committee approves in advance the terms of all contracts for services related to auditing and other services to be rendered by the accountants of the Company to the Company or any of its subsidiaries

External Auditor Service Fees

The fees charged to the Corporation by its external auditor in each of the last two financial years are as follows:

	2014 Fiscal Year	2013 Fiscal Year
Audit Fees ⁽¹⁾	\$ 37,485	\$ 16,065
Audit-Related Fees ⁽²⁾	\$ 13,923	\$ 2,982
Tax Fees ⁽³⁾	Nil	Nil
Other ⁽⁴⁾	Nil	Nil
Total	\$ 51,408	\$ 19,047

Notes:

- (1) Audit fees are fees billed by the Corporation's external auditor for services provided in auditing the Corporation's annual financial statements for the subject year.
- (2) Audit-related fees are fees not included in the audit fees that are billed by the auditor for assistance and related services that are reasonably related to the performance of the audit review of the Corporation's financial statements.
- (3) Tax fees include fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning.
- (4) The other fees include fees related to compliance with MI 52-109 The Other fees include fees related to compliance with rule 52-109.

CORPORATE GOVERNANCE DISCLOSURE

The board of the Corporation considers good corporate governance to be essential to the effective operations of the Corporation and to ensure that the Corporation is managed so as to enhance shareholder value.

The board has carefully considered the Corporate Governance Guidelines set forth in Regulation 58-201. A description of the Corporation's corporate governance practices is set out below in response to the requirements of Regulation 58-101.

Board of Directors

With the exception of Mr. Sebastien Plouffe, President and Chief Executive Officer, Mr. Pierre C. Miron, Chief Financial Officer and Mr. Nick Brusatore executive chairman of the board of directors all members of the board of directors are independent pursuant to regulation 58-101.

The Board of Directors periodically reviews its composition and thereby determines whether or not each director is an independent director.

In general, independent directors meet without the presence of members of management (including President and Chief Executive Officer) at the end of most meetings of the Board of Directors.

Periodically, the Audit Committee has a private meeting with Management in order to ensure the quality of the information provided to shareholders and investors.

Some members of the Board of directors are also directors from other issuers. Such information is listed on the section "election of directors" of this Management Proxy circular.

CORPORATE GOVERNANCE DISCLOSURE (continued)**Directorships**

Directors of the Corporation are presently directors of other reporting issuers.

Board Mandate

The board is responsible for the overall stewardship of the Corporation, planning, directing, identification of principal risks, and controlling issues which are pivotal to determining corporate strategy and direction. The board considers management development programs, strategic business developments such as significant acquisitions, and financing proposals including the issuance of shares and other securities, as well as those matters requiring board approval by law. However, the board is not involved in the day to day operations of the Corporation. Such operations are conducted by the Corporation's management, more specifically the President.

Position Descriptions

To date the Corporation has not developed position descriptions for the board or the Chief Executive Officer/President ("CEO"). The board currently sets the Corporation's annual objectives which become the objectives against which the CEO's performance is measured. The Corporation does not presently have a Chairman of the board.

Orientation and Continuing Education

The Corporation does not currently have any formal orientation or continuing education programs for new directors. Orientation and education of new directors is carried out through an informal process. New board members are provided with access to recent, publicly filed documents of the Corporation, technical reports and internal financial information. The Corporation also provides technical presentations and/or information to new directors where necessary to ensure that they possess or have access to the technical skills and knowledge necessary for them to meet their obligation as directors.

Board members are encouraged to communicate with management, auditors and technical consultants to keep themselves current with industry trends and developments and changes in legislation with management's assistance, to attend related industry seminars and conventions and to visit the Corporation's operations. Board members have full access to the Corporation's records.

CORPORATE GOVERNANCE DISCLOSURE (continued)**Ethical Business Conduct**

The Corporation does not currently have a formal code of business conduct or policy in place for its directors, officers, employees and consultants. The board believes that the Corporation's size facilitates informal review of and discussions with employees and consultants to promote ethical business conduct.

The board of directors itself must comply with the conflict of interest provisions of the *Canada Business Corporations Act*, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transaction and agreements in respect of which a director or executive officer has a material interest.

Nomination of Directors

Currently the entire board performs the functions of a nominating committee of the Corporation with the responsibility for the recruitment and appointment of directors.

The board considers the advice and input from all directors regarding, inter alia, the appropriate size of board, the necessary qualifications and skills of the board as a whole and of each director individually, and the recommendation of new individuals willing to serve as directors who offer experience and expertise in an area of strategic interest to the Corporation as well as the ability to devote the time required.

Compensation

Given its relatively small size the entire board currently performs the functions of a Compensation Committee of the Corporation with the responsibility for reviewing the adequacy and form of compensation of directors and officers having regard to, among other things, the remuneration paid by other reporting issuers that the board feels are similarly placed within the same business of the Corporation.

Other Board Committees

Apart from the Audit Committee, the Board of Directors do not have other committees. The audit committee formal charter is attached to this circular on schedule A.

Assessments

The board of the Corporation has established a procedure for assessing the board and its performance. The President of the board is responsible for assessing the overall performance of the board and the contributions made by directors and, if necessary, to make suggestions on how to improve such performances.

ADDITIONAL INFORMATION

The Corporation will provide with further information to any person who requests it, by contacting the secretary at 410, St-Nicolas, Suite 236, Montreal (Quebec) H2Y 2P5.

- a copy of the company's financial statements for the year ended May 31, 2014, a copy of the annual report on those financial statements, a copy of the auditors' report and accompanying a copy of any subsequent interim financial statement to May 31, 2014 and any related management report;
- a copy of this Management Proxy Circular.

Additional Information concerning the Corporation is available on SEDAR at www.sedar.com. Financial information concerning the Corporation is provided in the Corporation's comparative audited financial statements and management's discussion and analysis for the financial year ended May 31, 2014.

BOARD APPROVAL

The content and sending of this Management Proxy Circular has been approved by the Corporation's board of directors.

Montreal, Quebec, January 26, 2015.

(s) Sebastien Plouffe

Sebastien Plouffe, President and Chief
Executive Officer

SCHEDULE A

AUDIT COMMITTEE CHARTER**Constitution, Composition and Quorum**

The Board of Directors of the Company has appointed an audit committee (the "**Audit Committee**" or the "**Committee**") of a minimum number of three (3) Directors, all of whom should be independent and financially literate in accordance with the laws, by-laws and applicable policies with respect to securities including without limitation *Regulation 52-110 Respecting Audit Committees* ("**Regulation 52-110**"). Each member of the Audit Committee, amongst other things, has to be able to read and understand financial statements. The quorum of the Committee is the majority of the members. The Directors have also appointed the Chairman of the Committee.

Power and Authority

In the performance of its mandate, the Audit Committee has the right to examine the books, registers and accounts of the Company and to discuss any question concerning the financial situation of the Company or any other question which relates to its mandate with any employee and with the external auditor.

The external auditor reports directly to the Audit Committee and the Committee has the power to communicate directly with the external auditor. The external auditor is present, if requested, at all of the meetings of the Committee where reports or financial statements that it has prepared or where public communications based upon these reports or financial statements are examined or approved by the Committee. The external auditor can also be invited to other meetings. Upon the external auditor's request, the Chairman of the Committee will convene a meeting of the Audit Committee. The Audit Committee may meet privately with the external auditor, without management being present, once per quarter after the presentation of the interim financial statements if they have been reviewed by the external auditor, and following the presentation of the annual financial statements and at any time upon request.

The Audit Committee has the right to require any employee of the Company to discuss any question concerning the financial situation of the Company or any other question which relates to its mandate.

If the Audit Committee deems it appropriate, it can retain independent counsel, accountants or others to assist the Audit Committee in fulfilling its duties and responsibilities and it has the power and authority to approve and ensure the payment of their fees and disbursements.

Delegation

The Audit Committee cannot delegate to management any of the responsibilities that are part of its mandate. However, the Audit Committee may delegate to one or more independent members of the Audit Committee the authority to pre-approve non-audit services to be rendered by the external auditor.

The pre-approval of non-audit services by any member to whom authority has been delegated must be presented to the Audit Committee at its first scheduled meeting following such a pre-approval and all of the conditions of Regulation 52-110 and of the pre-approval policy adopted by the Audit Committee must be respected.

Reports

The Audit Committee has to report to the Board of Directors on or about its work, activities and decisions at the meeting of the Board of Directors following the meeting of the Audit Committee providing all topics discussed, decisions taken, means undertaken in order to study and examine the reports, statements and documents submitted, as well as the level of satisfaction of the members of the Committee therewith, the unresolved issues, the disagreements and the decisions taken, in which case the justifying motives also have to be provided.

AUDIT COMMITTEE CHARTER (continued)**Compensation**

The Board of Directors determines the compensation to be received by the members of the Audit Committee for their services.

Mandate

The mandate of the Audit Committee comprises the following:

General

1. to monitor the audit process and the integrity of the Company's financial reporting with a view to enhance the accuracy of the information provided and the quality of the Company's financial reporting;
2. to establish, monitor and verify the accounting standards and policies adopted;
3. to monitor and adopt new accounting pronouncements that could affect the Company and to ensure they are respected;
4. to follow the evolution of best practices with respect to accounting principles, standards and rules and to incorporate such best practices to the practices of the Company, where applicable;
5. to ensure the respect of the rules applicable to the Company in accordance with the laws, by-laws, instruments and policies relating to financial information in general and in particular to audits and to audit committees including Regulation 52-110 pertaining to the Audit Committee;
6. to review the Audit Committee Charter and membership annually and make recommendations for modifications, where applicable, to the Board of Directors;

Risk Management

7. to monitor and adopt risk management systems and to ensure the monitoring of these systems;

Financial Results

8. to examine the Annual Audited Financial Statements, the unaudited interim financial statements and the management's discussion and analysis as well as all other statements and financial reports including press releases dealing with financial information which require an examination by the Audit Committee in accordance with the applicable laws or when the Board of Directors requires such examination and to recommend their adoption by the Board of Directors;
9. to ensure that the financial information is in compliance with the applicable securities laws, regulations and policies;
10. to review together with the external auditor of the Company the methods used for and the extent of their respective auditing processes and to report to the Board of Directors any material reservation that the Audit Committee has or that the external auditor have expressed with respect to their work;

AUDIT COMMITTEE CHARTER (continued)*External auditors*

11. to recommend the external auditor to the Board of Directors as well as its compensation in connection with the audit services;
12. to ensure that the external auditor remains ultimately accountable to the Board of Directors through the Audit Committee as a representative of the shareholders and, amongst other things, to provide and establish processes allowing independent and direct communication links between the Board of Directors, the internal audit team and the external auditor;
13. to monitor the independence of the external auditor including:
 - (i) the prior approval of all non-audit services to be provided to the Company by the external auditor;
 - (ii) to adopt detailed prior approval policies and processes with respect to the services mentioned in sub-paragraph (i) hereinabove including the obligation imposed upon management and the external auditor to inform the Audit Committee of any projected services unrelated to the audit and of the rendering of such a service;
 - (iii) to examine the existing or potential relationship of the Company with the external auditor including between the employees of the Company and the partners, employees, former partners and employees of the former or present external auditor and without limiting the generality of the foregoing

to review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor;
14. to receive and study the external auditor's report following its final audit as well as the recommendations relating thereto, to the management of the Company;
15. to monitor once a year and on occasion during the year the skills, the quality of the services and the independence of the external auditor within the exercise of its duties and to recommend to the Board of Directors, if appropriate, the convening of a shareholders' meeting in order to consider the dismissal of the external auditor;
16. to review with the external auditor the extent of its audit and to examine the conclusions resulting from such audit and the actions undertaken by management to implement the recommendations derived from its conclusions;
17. to ensure the resolution of disagreements between management and the external auditor regarding financial reports;

Internal Controls

18. to review the important items of the reports that follow up as well as the recommendations given to management;
19. to review with the external auditor:
 - 19.1 the efficiency of the books and of the accounting systems of internal control and of the Company's information and if those books are maintained in an appropriate manner and if those systems are applied evenly; and

AUDIT COMMITTEE CHARTER (continued)

- 19.2 the efficiency and skills of the employees involved in internal accounting and the control of the activities of the Company;

in order to evaluate the efficiency and adequacy of the internal control systems and to report to the Board of Directors on such matters;

Capital Expenditures

20. to monitor the financial aspects of capital expenditures projects, including compliance with budgets or cost projections and of the actual return on investment of the projects in comparison with the projected return on investment;

Reception and Revision of Reports

21. to prescribe the form and the content of the certificates to be executed by the Chief Executive Officer and the Vice President, Finance of the Company, to ensure that they are provided in good time and to review such certificate following their receipt;
22. to receive and review the reports from the Chief Executive Officer and the Vice President, Finance with respect to the financial provisions made, the purchase and sale of assets, the risk elements that could have an effect on the financial results or on the financial structure of the enterprise, the redemption of shares of the Company, financial derivatives and other similar matters;
23. to receive and review the status reports on capital expenditures;
24. to receive and review the report pertaining to potential or current litigation involving the Company;

Continuous Disclosure

25. to review annual shareholders meeting notice, management proxy circular and Annual Information Form unless they are directly submitted to the Board of Directors;

Complaints

26. to establish procedures for:
- (i) the treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
 - (ii) the confidential anonymous submission by employees of concerns regarding questionable accounting or auditing of the Company; and

Other questions

27. to study any other questions and rendering any other work that the Board of Directors considers useful.