

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

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**Item 1**            **Name and Address of Company**

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

**Item 2**            **Date of Material Change**

February 11, 2015.

**Item 3**            **News Release**

The press release was released on February 11, 2015.

**Item 4**            **Summary of Material Change**

Private placement of 700,000 units of Affinor, at a price of \$0.15 per unit for aggregate gross proceeds of \$105,000. Each unit consists of one common share of Affinor and one purchase warrant of Affinor, enabling its holder to acquire one common share of Affinor per warrant at a price of \$0.30 per common share within two (2) years following the closing date.

**Item 5**            **Full Description of Material Change**

See attached press release for details.

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

Not applicable

**Item 7**            **Omitted Information**

Not applicable

**Item 8**            **Executive Officer**

Pierre C. Miron, Chief Financial Officer  
Telephone: (514) 360-3676

**Item 9**            **Date of report**

February 16, 2015.

# AFFINOR

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# GROWERS

AFFINOR GROWERS  
Suite 236 – 410 Saint-Nicolas Street  
Montréal, Canada, H2Y 2P5  
Phone: (514) 947-2272

Email: [splouffe@affinorresources.com](mailto:splouffe@affinorresources.com)  
Website [www.affinorgrowers.com](http://www.affinorgrowers.com)

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

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## Affinor Growers closes 700,000 units private placement

February 11, 2015, Montreal, Canada - [Affinor Growers](#) (CSE:AFI, OTC:RSSFF, Frankfurt:1AF) ("Affinor" or the "Corporation") announces that it has closed with one place a non-brokered private placement of 700,000 units at a price of 15 cents per unit for a gross proceed of \$105,000. Each unit comprises one common share and one whole share purchase warrant of the company. The common share purchase warrant has a term of two years exercisable at 30 cents. The use of proceed is for working capital and no fees is paid in relation of this private placement.

### **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](http://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

Investor Relations:

Scott Greiper

Secure Strategy Group, LLC

212-333-0257

[sgreiper@seuresg.com](mailto:sgreiper@seuresg.com)