



CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED

FEBRUARY 28, 2017

(UNAUDITED)

AFFINOR GROWERS INC.

Contents

	<u>Page</u>
Notice of No Auditor Review of Interim Financial Statements	3
Condensed Consolidated Interim Statements of Financial Position	4
Condensed Consolidated Interim Statements of Comprehensive Loss	5
Condensed Consolidated Interim Statements of Changes in Equity	6
Condensed Consolidated Interim Statements of Cash Flows	7
Notes to the Condensed Consolidated Interim Financial Statements	8 – 21

NOTICE OF NO AUDITOR REVIEW OF

INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

AFFINOR GROWERS INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Presented in Canadian Dollars)

	Note	February 28, 2017 (Unaudited)	May 31, 2016 (Audited)
Assets			
Current assets			
Cash		\$ 712,117	\$ 3,206
Receivables		219	28,443
Investments - available for sale	4	-	12,000
Prepaid expenses		16,796	31,969
		<u>729,132</u>	<u>75,618</u>
Non-current assets			
Property, plant and equipment	5	4,603	255,939
Intangible assets	6	2,259,392	1,361,013
		<u>2,263,995</u>	<u>1,616,952</u>
Total assets		\$ 2,993,127	\$ 1,692,570
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities		\$ 39,871	\$ 361,455
Due to related parties	9	7,875	17,283
		<u>47,746</u>	<u>378,738</u>
Equity			
Share capital	7	20,211,332	17,773,789
Reserves	7	6,743,267	6,087,505
Deficit		(24,009,218)	(22,547,462)
		<u>2,945,381</u>	<u>1,313,832</u>
Total equity and liabilities		\$ 2,993,127	\$ 1,692,570

Event after the reporting period (Note 15)

These condensed consolidated interim financial statements are authorized for issue by the Board of Directors on April 20, 2017. They are signed on the Company's behalf by:

/s/ Brian Whitlock
Director

/s/ Alan Boyco
Director

AFFINOR GROWERS INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS
(Presented in Canadian Dollars)
(Unaudited)

	Note	Three months ended		Nine months ended	
		February 28, 2017	February 29, 2016	February 28, 2017	February 29, 2016
Revenue					
Sales		\$ (15,000)	\$ 22,830	\$ -	\$ 48,352
Cost of sales		(1,430)	(4,505)	(63,720)	(45,885)
		<u>(16,430)</u>	<u>18,325</u>	<u>(63,720)</u>	<u>2,467</u>
Expenses					
Registration and information to shareholders		12,804	24,488	39,239	51,249
Professional fees and consulting fees		73,208	76,617	321,271	431,727
Employee benefit expenses		34,207	26,760	81,148	159,880
Management fees		-	24,000	-	173,244
Share-based payment		42,690	10,380	1,024,895	314,116
Amortization		35,090	23,159	103,472	69,469
Other operating expenses		24,211	8,315	26,385	53,339
		<u>(222,210)</u>	<u>(193,719)</u>	<u>(1,596,410)</u>	<u>(1,253,024)</u>
Operating loss		(238,640)	(175,394)	(1,660,130)	(1,250,557)
Other items					
Loss on disposal of available for sale investments		-	-	(31,551)	(4,500)
Loss on disposal of investment in associates		-	-	-	(6,206)
Gain on sale of property, plant and equipment		25,515	-	25,515	-
Gain on settlement of debt		201,884	-	201,884	-
Other		1,569	207	2,526	37,360
		<u>228,968</u>	<u>207</u>	<u>198,374</u>	<u>26,654</u>
Net loss for the period		(9,672)	(175,187)	\$ (1,461,756)	\$ (1,223,903)
Unrealized loss on available for sale investments		-	(3,450)	61,000	(121,150)
Comprehensive loss for the period		\$ (9,672)	\$ (178,637)	\$ (1,400,756)	\$ (1,345,053)
Basic and diluted loss per share	8	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.01)

AFFINOR GROWERS INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY
(Presented in Canadian Dollars)

	Note	Share capital		Reserves					Total equity
		Number of shares	Amount	Warrants	Broker's warrants	Equity-settled employee benefits	Accumulated other comprehensive income	Deficit	
Balance as at May 31, 2015 (Audited)		72,575,878	\$ 16,451,212	\$ 1,328,143	\$ 58,092	\$ 4,236,440	\$ (34,900)	\$ (19,928,752)	\$ 2,110,235
Share issues:									
Private placements	7	23,433,333	763,519	491,481	-	-	-	-	1,255,000
Debt settlements	7	3,839,150	204,992	-	-	-	-	-	204,992
Share issue costs		-	(137,415)	-	68,000	-	-	-	(69,415)
Unrealized loss on available for sale of investments		-	-	-	-	-	(121,150)	-	(121,150)
Share-based payment and warrants		-	-	(161,238)	-	475,354	-	-	314,116
Net loss		-	-	-	-	-	-	(1,223,903)	(1,223,903)
Balance as at February 29, 2016 (Unaudited)		99,848,361	17,282,308	1,658,386	126,092	4,711,794	(156,050)	(21,152,655)	2,469,875
Share issues:									
Private placement		-	491,481	(491,481)	-	-	-	-	-
Unrealized loss on available for sale of investments		-	-	-	-	-	95,050	-	95,050
Share-based payment and warrants		-	-	161,238	-	(17,524)	-	-	143,714
Net loss		-	-	-	-	-	-	(1,394,807)	(1,394,807)
Balance as at May 31, 2016 (Audited)		99,848,361	17,773,789	1,328,143	126,092	4,694,270	(61,000)	(22,547,462)	1,313,832
Share issues:									
Acquisition of intangible assets	7	10,000,000	1,000,000	-	-	-	-	-	1,000,000
Private placement	7	2,000,000	80,000	20,000	-	-	-	-	100,000
Debt settlements	7	2,758,200	137,910	-	-	-	-	-	137,910
Share issue costs		-	(500)	-	-	-	-	-	(500)
Options exercised	7	5,900,000	1,046,973	-	-	(441,973)	-	-	605,000
Warrants exercised	7	1,000,000	150,000	-	-	-	-	-	150,000
Broker's warrants exercised	7	100,000	23,160	-	(8,160)	-	-	-	15,000
Unrealized loss on available for sale of investments		-	-	-	-	-	61,000	-	61,000
Share-based payment		-	-	-	-	1,024,895	-	-	1,024,895
Net loss		-	-	-	-	-	-	(1,461,756)	(1,461,756)
Balance as at February 28, 2017 (Unaudited)		121,606,561	\$ 20,211,332	\$ 1,348,143	\$ 117,932	\$ 5,277,192	\$ -	\$ (24,009,218)	\$ 2,945,381

See notes to the condensed consolidated interim financial statements

AFFINOR GROWERS INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Presented in Canadian Dollars)

	Nine months ended	
	February 28, 2017	February 29, 2016
Cash flows from operating activities		
Net loss for the period	\$ (1,461,756)	\$ (1,223,903)
Items not involving cash:		
Amortization	103,472	69,469
Loss on disposal of available for sale investments	31,551	4,500
Gain on sale of property, plant and equipment	(25,515)	-
Impairment of loans	-	6,206
Write-off of miscellaneous receivable	-	-
Share-based payment	1,024,895	314,116
Gain on settlement of debt	(201,884)	-
Changes in non-cash working capital items:		
Receivables	28,224	49,551
Prepaid expenses	15,173	(14,908)
Accounts payable and accrued liabilities	18,210	(348,488)
Due to related parties	(9,408)	1,008
Net cash (used in) operating activities	<u>(477,038)</u>	<u>(1,142,449)</u>
Cash flows from investing activities		
Loans receivable	-	(6,206)
Net proceeds from investments - available for sale	41,449	5,500
Sale of property, plant and equipment	275,000	-
Net cash provided by (used in) investing activities	<u>316,449</u>	<u>(706)</u>
Cash flows from financing activities		
Proceeds from issuance of common shares	870,000	1,255,000
Share issue costs	(500)	(69,415)
Net cash provided by financing activities	<u>869,500</u>	<u>1,185,585</u>
Change in cash for the period	708,911	42,430
Cash, beginning of the period	3,206	2,662
Cash, end of the period	<u>\$ 712,117</u>	<u>\$ 45,092</u>

Supplemental disclosure with respect to cash flows (Note 10).

1. NATURE OF OPERATIONS AND CONTINUANCE OF OPERATIONS

Affinor Growers Inc. (the "Company") is incorporated under the Canada Business Corporations Act and its registered office is Suite 410 – 325 Howe Street, Vancouver, BC, Canada, V6C 1Z7. The Company is listed on the Canadian Securities Exchange ("CSE"), the Frankfurt Stock Exchange and the OTC QB Exchange.

Effective May 2014, the Company changed its name to Affinor Growers Inc. to better reflect the mission of the Company of being the world-wide technology and market leader in creating and commercializing the most economical vertical farming technologies that use the least possible resources (eg. land, water, and energy resources) to produce the highest quality pesticide-free produce year-round, regardless of environmental conditions. Revenue models for the Company's patented technologies include license fees, royalties on production, margin on equipment sales and owning strategic production facilities and becoming the farmer.

These condensed consolidated interim financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to meet its commitments, continue operations and realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. There are material uncertainties that cast significant doubt about the appropriateness of the going concern assumption.

The Company is subject to a number of risks and uncertainties associated with the successful development of its major crop products, such as strawberries and romaine lettuce, and with the financing requirements of its operations. The attainment of profitable operations is dependent upon future events, commercialization of its products and technology and obtaining adequate financing to complete its commercialization plans.

To date, the Company has generated limited revenue and significant losses, has not generated positive cash flows from operations and as at February 28, 2017 has an accumulated deficit of \$24,009,218 and a working capital of \$681,386. It has relied upon financing primarily from private equity placements and exercise of options and warrants to fund its operations and construction of its facility. The Company expects to obtain funding through additional equity offerings and licensing of its technology until it achieves positive cash flows from operations.

The Company's business plan is dependent on raising additional funds to finance its operations within and beyond the next 12 months. While the Company has managed to fund its operations in the past through equity financing, raising additional funds is dependent on a number of factors outside the Company's control, and as such there is no guarantee that it will be able to obtain additional financing in the future. If the Company is unable to obtain sufficient additional financing, it may have to delay, scale back or eliminate construction plans for its present or future facilities and curtail operations, which could harm the business, financial condition and results of operations. This could occur in the near term. Until such financing is secured and profitable operations are reached, there is a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

These condensed consolidated interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement on financial position classifications that would be necessary were the going concern assumption inappropriate, and these adjustments could be material.

2. BASIS OF PREPARATION

a) Statement of compliance

These condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS") 34 "Interim Financial Reporting" ("IAS34") using accounting policies consistent with the IFRS issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

2. BASIS OF PREPARATION *(Continued)*

b) Basis of preparation

These condensed consolidated interim financial statements have been prepared on a historical cost basis except certain financial instruments which are measured at fair value. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The preparation of these condensed consolidated interim financial statements in conformity with IAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates. These condensed consolidated interim financial statements do not include all of the information required for full annual financial statements.

These condensed consolidated interim financial statements, including comparatives, have been prepared on the basis of IFRS standards that are published at the time of preparation.

c) New accounting standards and interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for the February 28, 2017 reporting period. The Company has not early adopted the following new and revised standards and amendments that have been issued but are not yet effective:

- IFRS 9 (Amended 2010) Financial Instruments (effective January 1, 2018)
- IFRS 15 Revenue from Contracts with Customer (effective January 1, 2018)

The Company anticipates that the application of the above new and revised standards and amendments will have no material impact on its results and financial position.

3. SIGNIFICANT ACCOUNTING POLICIES

These unaudited condensed consolidated interim financial statements have been prepared in accordance with IFRS as issued by the IASB on a basis consistent with those followed in the Company's most recent annual financial statement for the year ended May 31, 2016.

These unaudited condensed consolidated interim financial statements do not include all note disclosures required by IFRS for annual financial statements, and therefore should be read in conjunction with the annual financial statements for the year ended May 31, 2016. In the opinion of management, all adjustments considered necessary for fair presentation of the Company's financial position, results of operations and cash flows have been included. Operating results for the nine-month period ended February 28, 2017 are not necessarily indicative of the results that may be expected for the year ending May 31, 2017.

AFFINOR GROWERS INC.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED FEBRUARY 28, 2017 AND FEBRUARY 29, 2016
(Presented in Canadian Dollars)

4. INVESTMENTS AVAILABLE FOR SALE

The Company holds marketable securities in two quoted public companies. The investments are measured at fair value using a level 1 input in the fair value hierarchy. The shares are publicly listed on a TSX Venture Stock Exchange and hence published price quotes are available. The aggregate amount of the investment can be summarized as follows:

	February 28, 2017	May 31, 2016
	(Unaudited)	(Audited)
Margaux Red Capital - Nil common shares (250,000 common shares as at May 31, 2016)	\$ -	\$ -
Imagination Park Entertainment Inc. - Nil common shares and 150,000 warrants (240,000 common shares and 150,000 warrants as at May 31, 2016)	-	12,000
	\$ -	\$ 12,000

5. PROPERTY, PLANT AND EQUIPMENT

	Greenhouse	Land	Building	Computer equipment	Office equipment	Total
Cost						
As at June 1, 2015	\$ 948,964	\$ 163,200	\$ 176,800	\$ 4,034	\$ 5,863	\$ 1,298,861
Impairment during the year	(874,942)	-	(151,031)	-	-	(1,025,973)
As at May 31, 2016	74,022	163,200	25,769	4,034	5,863	272,888
Additions during the period	-	-	-	-	-	-
Disposals during the period	(74,022)	(163,200)	(25,769)	-	-	(262,991)
As at February 28, 2017	\$ -	\$ -	\$ -	\$ 4,034	\$ 5,863	\$ 9,897
Accumulated amortization						
As at June 1, 2015	\$ -	\$ -	\$ 5,919	\$ 461	\$ 964	\$ 7,344
Amortization for the year	-	-	7,072	1,072	1,461	9,605
As at May 31, 2016	-	-	12,991	1,533	2,425	16,949
Amortization for the period	-	-	515	563	773	1,851
Depreciation for the period related to disposals	-	-	(13,506)	-	-	(13,506)
As at February 28, 2017	\$ -	\$ -	\$ -	\$ 2,096	\$ 3,198	\$ 5,294
Net book value						
As at June 1, 2015	\$ 948,964	\$ 163,200	\$ 170,881	\$ 3,573	\$ 4,899	\$ 1,291,517
As at May 31, 2016	\$ 74,022	\$ 163,200	\$ 12,778	\$ 2,501	\$ 3,438	\$ 255,939
As at February 28, 2017	\$ -	\$ -	\$ -	\$ 1,938	\$ 2,665	\$ 4,603

In accordance with the Company's accounting policy, management is required to evaluate the carrying value of property, plant and equipment whenever there are signs that would indicate potential impairment. With respect to the Greenhouse project in St-Chrysostome, Quebec, management identified the fair market value of the greenhouse, together with the land and building, is approximately \$250,000 as at May 31, 2016 and determined that an impairment is appropriate.

In December 2016, the greenhouse, together with the land and building, was sold at the price of \$275,000.

6. INTANGIBLE ASSETS

	Note	Patent
Cost		
As at June 1, 2015		\$ 1,494,443
Additions during the year		-
As at May 31, 2016		1,494,443
Additions during the period	9(ii)	1,000,000
As at February 28, 2017		\$ 2,494,443
Accumulated amortization		
As at June 1, 2015		\$ 50,406
Amortization for the year		83,024
As at May 31, 2016		133,430
Amortization for the period		101,621
As at February 28, 2017		\$ 235,051
Net book value		
As at June 1, 2015		\$ 1,444,037
As at May 31, 2016		\$ 1,361,013
As at February 28, 2017		\$ 2,259,392

7. CAPITAL AND RESERVES

(i) Authorized:

At February 28, 2017, the authorized share capital was comprised of an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

(ii) Share issuances:

During the year ended May 31, 2016

- On September 11, 2015, the Company closed a non-brokered private placement for gross proceeds of \$755,000. The securities issued comprised of 15,100,000 units. Each unit is comprised of one common share and one share purchase warrant of the Company. The common share purchase warrant has a term of 12 months exercisable at \$0.15 per share purchase warrant. In connection with the financing, a finder's fee of \$8,750 was paid to a third party as well as \$10,500 to Haywood Securities Inc. The management and board of directors of the Company participated for \$215,000 in the financing.
- On September 11, 2015, the Company settled a total of \$126,785 of debt relating to Bruce Bedrick by issuing an aggregate of 2,535,700 common shares of the Company at a deemed price of \$0.05 per share. These warrants were repriced at \$0.10 each, with the same maturity date of October 16, 2017.
- On September 30, 2015, the Company settled a total of \$78,207 of debt relating to consulting fees and service fees to certain arm's length and non-arm's length parties by issuing an aggregate of 1,303,450 common shares of the Company at a deemed price of \$0.06 per share.
- On October 30, 2015, the Company closed a non-brokered private placement for gross proceeds of \$500,000. The securities issued comprised of 8,333,333 units. Each unit is comprised of one common share and one share purchase warrant of the Company. The common share purchase warrant has a term of two years exercisable at \$0.15 per share purchase warrant. In connection with the financing, a finder's fee of \$50,000 was paid and 833,333 broker warrants were issued to the third parties. The broker's warrants have a term of 24 months and are exercisable at \$0.15 per broker's warrant.

7. CAPITAL AND RESERVES (Continued)

(ii) Share issuances: (Continued)

During the nine months ended February 28, 2017

- e. On June 15, 2016, the Company completed the second and final intellectual property acquisition agreement with Vertical Designs Ltd. (“VDL”) to acquire both the remaining patents regarding the proprietary vertical farming systems, and the license agreements with certain partners covering various provinces of Canada. Under the terms of the technology acquisition agreement, the Company issued 10 million common shares at a price of \$0.10 per share to VDL. See note 9(ii).
- f. On August 17, 2016, the Company completed a non-brokered private placement by issuing 2,000,000 units (“Unit”) at a price of \$0.05 per Unit. Each unit is comprised of one common share and one share purchase warrant of the Company. The common share purchase warrant has a term of 4 years exercisable at \$0.10 per share purchase warrant. All securities have a 4-month hold period expiring on December 17, 2016.
- g. On August 30, 2016, the Company settled a total of \$137,910 debt with its consultants by issuing an aggregate of 2,758,200 common shares of the Company at a deemed price of \$0.05 per share.
- h. During the nine months ended November 30, 2016, the Company issued common shares pursuant to the exercise of 5,900,000 stock options for cash proceeds of \$605,000, the exercise of 1,000,000 warrants for cash proceeds of \$150,000 and the exercise of broker’s warrants of 100,000 for cash proceeds of \$15,000.

(iii) Escrow shares

As at February 28, 2017, there were 1,458,334 common shares of the Company held in escrow and will be released on May 30, 2017.

(iv) Warrants:

The continuity of warrants for the nine months ended February 28, 2017 is as follows:

Expiry date	Exercise price	May 31, 2016	Issued	Exercised	Expired	February 28, 2017
February 12, 2017	\$0.30	700,000	-	-	(700,000.00)	-
October 16, 2017	\$0.10	1,000,000	-	-	-	1,000,000
October 16, 2017	\$0.32	1,000,000	-	-	-	1,000,000
October 30, 2017	\$0.15	8,333,333	-	(500,000)	-	7,833,333
April 4, 2018	\$0.40	635,000	-	-	-	635,000
April 7, 2018	\$0.40	3,045,636	-	-	-	3,045,636
April 11, 2018	\$0.40	1,080,000	-	-	-	1,080,000
April 14, 2018	\$0.40	564,000	-	-	-	564,000
April 16, 2018	\$0.40	178,000	-	-	-	178,000
April 22, 2018	\$0.40	360,000	-	-	-	360,000
April 23, 2018	\$0.40	1,620,000	-	-	-	1,620,000
September 11, 2018	\$0.15	15,100,000	-	(500,000)	-	14,600,000
August 17, 2020	\$0.10	-	2,000,000	-	-	2,000,000
Outstanding		33,615,969	2,000,000	(1,000,000)	(700,000.00)	33,915,969
Weighted average exercise price		\$0.21	\$0.10	\$0.15	\$0.30	\$0.21

As of February 28, 2017, the weighted average contractual life is 1.30 years (May 31, 2016 – 0.99 years).

AFFINOR GROWERS INC.
 NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
 FOR THE NINE MONTHS ENDED FEBRUARY 28, 2017 AND FEBRUARY 29, 2016
 (Presented in Canadian Dollars)

7. CAPITAL AND RESERVES (Continued)

(iv) Warrants (Continued)

The continuity of warrants for the year ended May 31, 2016 is as follows:

Expiry date	Exercise price	May 31, 2015	Issued	Exercised	Expired	May 31, 2016
September 11, 2016 *	\$0.15	-	15,100,000	-	-	15,100,000
February 12, 2017	\$0.30	700,000	-	-	-	700,000
October 16, 2017 **	\$0.10	1,000,000	-	-	-	1,000,000
October 16, 2017	\$0.32	1,000,000	-	-	-	1,000,000
October 30, 2017	\$0.15	-	8,333,333	-	-	8,333,333
April 4, 2018	\$0.40	635,000	-	-	-	635,000
April 7, 2018	\$0.40	3,045,636	-	-	-	3,045,636
April 11, 2018	\$0.40	1,080,000	-	-	-	1,080,000
April 14, 2018	\$0.40	564,000	-	-	-	564,000
April 16, 2018	\$0.40	178,000	-	-	-	178,000
April 22, 2018	\$0.40	360,000	-	-	-	360,000
April 23, 2018	\$0.40	1,620,000	-	-	-	1,620,000
Outstanding		10,182,636	23,433,333	-	-	33,615,969
Weighted average exercise price		\$0.38	\$0.15	\$Nil	\$Nil	\$0.21

* On September 7, 2016, 15,100,000 warrants granted on September 11, 2015 with original expiry date of September 11, 2016 were extended to expire on September 11, 2018.

** On September 11, 2015, 1,000,000 warrants were repriced at \$0.10 from \$0.32 each.

(v) Broker's Warrants:

The continuity of broker's warrants for the nine months ended February 28, 2017 is as follows:

Expiry date	Exercise price	May 31, 2016	Issued	Exercised	Expired	February 28, 2017
October 30, 2017	\$0.15	833,333	-	(100,000)	-	733,333
Outstanding		833,333	-	(100,000)	-	733,333
Weighted average exercise price		\$0.15	\$Nil	\$0.15	\$Nil	\$0.15

As of February 28, 2017, the weighted average contractual remaining life is 0.67 years (May 31, 2016 – 1.42 years).

The weighted average assumptions used to estimate the fair value of broker's warrants for the nine months ended February 28, 2017 and February 29, 2016 were:

	Nine months ended February 28, 2017	Nine months ended February 29, 2016
Risk-free interest rate	Nil	0.62%
Expected life	Nil	2 years
Expected volatility	Nil	305.33%
Expected dividend yield	Nil	Nil

7. CAPITAL AND RESERVES *(Continued)*

(v) Broker's Warrants *(Continued)*

The continuity of broker's warrants for the year ended May 31, 2016 is as follows:

Expiry date	Exercise price	May 31, 2015	Issued	Exercised	Expired	May 31, 2016
April 4, 2016	\$0.40	85,165	-	-	(85,165)	-
April 14, 2016	\$0.40	108,000	-	-	(108,000)	-
April 16, 2016	\$0.40	13,800	-	-	(13,800)	-
April 23, 2016	\$0.40	8,500	-	-	(8,500)	-
October 30, 2017	\$0.15	-	833,333	-	-	833,333
Outstanding		215,465	833,333	-	(215,465)	833,333
Weighted average exercise price		\$0.40	\$0.15	\$Nil	\$0.40	\$0.15

(vi) Share Purchase Options Compensation Plan:

The Company maintains a share-based payment plan (the "Plan") whereby the Board of Directors may from time to time grant to directors, officers, employees and consultants, options to acquire common shares in such numbers, for such terms and at such exercise prices as may be determined by the Board but cannot be lower than the market price. The Plan provides that the maximum number of common shares in the capital of the Company which may be reserved for issuance under the Plan may not exceed 10 % of the publicly traded shares issued and outstanding on the grant date of the options (on a non-diluted basis), this number being equal to 12,160,656 shares on February 28, 2017.

Options granted are exercisable at the day of grant except for persons performing investor relations activities. Options granted to supplier of investor's relations services must at a minimum vest in stages over a period not less than 12 months with no more than one fourth of the options vesting in any three-month period.

AFFINOR GROWERS INC.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED FEBRUARY 28, 2017 AND FEBRUARY 29, 2016
(Presented in Canadian Dollars)

7. CAPITAL AND RESERVES (Continued)

(vi) Share Purchase Options Compensation Plan: (Continued)

A summary of changes in the Company's common share purchase options for the nine months ended February 28, 2017 is as follows:

Expiry date	Exercise price	May 31, 2016	Granted	Exercised	Expired/ cancelled	February 28, 2017
September 15, 2017	\$ 0.10	100,000	-	(100,000)	-	-
September 30, 2017	\$ 0.10	1,300,000	-	(1,000,000)	-	300,000
December 16, 2017	\$ 0.25	100,000	-	-	-	100,000
February 23, 2018	\$ 0.11	-	50,000	-	-	50,000
May 10, 2018	\$ 0.15	200,000	-	-	-	200,000
September 14, 2018	\$ 0.10	800,000	-	(800,000)	-	-
November 16, 2018	\$ 0.10	2,300,000	-	(1,600,000)	-	700,000
January 24, 2019	\$ 0.10	-	500,000	(500,000)	-	-
February 23, 2019	\$ 0.10	200,000	-	-	-	200,000
April 23, 2019	\$ 0.33	200,000	-	-	-	200,000
April 24, 2019	\$ 0.33	100,000	-	-	-	100,000
May 9, 2019	\$ 0.49	250,000	-	-	-	250,000
May 27, 2019	\$ 0.49	100,000	-	-	-	100,000
May 30, 2019	\$ 0.80	100,000	-	-	-	100,000
June 2, 2019	\$ 0.85	100,000	-	-	-	100,000
June 5, 2019	\$ 1.03	100,000	-	-	-	100,000
June 8, 2019	\$ 0.10	-	200,000	-	-	200,000
June 27, 2019	\$ 0.67	200,000	-	-	-	200,000
August 11, 2019	\$ 0.47	300,000	-	-	-	300,000
October 5, 2019	\$ 0.11	-	1,000,000	(1,000,000)	-	-
October 13, 2019	\$ 0.11	-	1,200,000	(500,000)	-	700,000
October 18, 2019	\$ 0.165	-	1,900,000	-	-	1,900,000
October 25, 2019	\$ 0.17	-	700,000	-	-	700,000
October 28, 2019	\$ 0.25	200,000	-	-	-	200,000
November 3, 2019	\$ 0.135	-	100,000	-	-	100,000
November 17, 2019	\$ 0.16	-	500,000	-	-	500,000
November 22, 2019	\$ 0.15	-	1,550,000	-	-	1,550,000
October 1, 2020	\$ 0.10	400,000	-	(400,000)	-	-
Options outstanding		7,050,000	7,700,000	(5,900,000)	-	8,850,000
Options exercisable		7,050,000	7,700,000	(5,900,000)	-	8,850,000
Weighted average exercise price		\$0.20	\$0.14	\$0.10	\$Nil	\$0.21

As of February 28, 2017, the weighted average contractual remaining life is 2.37 years (May 31, 2016 – 2.45 years).

The weighted average assumptions used to estimate the fair value of options for the nine months ended February 28, 2017 and February 29, 2016 were:

	Nine months ended February 28, 2017	Nine months end February 29, 2016
Risk-free interest rate	0.78%	1.22%
Expected life	2.92 years	3.91 years
Expected volatility	262.85%	328.00%
Expected dividend yield	Nil	Nil

AFFINOR GROWERS INC.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED FEBRUARY 28, 2017 AND FEBRUARY 29, 2016
(Presented in Canadian Dollars)

7. CAPITAL AND RESERVES (Continued)

(vi) Share Purchase Options Compensation Plan: (Continued)

Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable measure of the fair value of the Company's share purchase options.

A summary of changes in the Company's common share purchase options for the year ended May 31, 2016 is as follows:

Expiry date	Exercise price	May 31, 2015	Granted	Exercised	Expired/ cancelled	May 31, 2016
December 30, 2015	\$ 0.25	300,000	-	-	(300,000)	-
May 1, 2016	\$ 0.15	50,000	-	-	(50,000)	-
September 15, 2017	\$ 0.10	-	100,000	-	-	100,000
September 30, 2017	\$ 0.10	1,800,000	-	-	(500,000)	1,300,000
November 20, 2017	\$ 0.30	200,000	-	-	(200,000)	-
December 16, 2017	\$ 0.25	100,000	-	-	-	100,000
May 10, 2018	\$ 0.15	200,000	-	-	-	200,000
September 14, 2018	\$ 0.10	-	800,000	-	-	800,000
November 16, 2018	\$ 0.10	-	2,300,000	-	-	2,300,000
February 23, 2019	\$ 0.10	-	200,000	-	-	200,000
April 1, 2019	\$ 0.33	100,000	-	-	(100,000)	-
April 8, 2019	\$ 0.35	300,000	-	-	(300,000)	-
April 14, 2019	\$ 0.49	1,000,000	-	-	(1,000,000)	-
April 23, 2019	\$ 0.33	200,000	-	-	-	200,000
April 24, 2019	\$ 0.33	100,000	-	-	-	100,000
May 9, 2019	\$ 0.49	250,000	-	-	-	250,000
May 27, 2019	\$ 0.49	100,000	-	-	-	100,000
May 30, 2019	\$ 0.80	100,000	-	-	-	100,000
June 2, 2019	\$ 0.85	100,000	-	-	-	100,000
June 5, 2019	\$ 1.03	100,000	-	-	-	100,000
June 19, 2019	\$ 0.71	100,000	-	-	(100,000)	-
June 27, 2019	\$ 0.67	200,000	-	-	-	200,000
July 4, 2019	\$ 0.85	100,000	-	-	(100,000)	-
August 11, 2019	\$ 0.47	300,000	-	-	-	300,000
September 22, 2019	\$ 0.40	300,000	-	-	(300,000)	-
October 28, 2019	\$ 0.25	200,000	-	-	-	200,000
April 2, 2020	\$ 0.15	300,000	-	-	(300,000)	-
August 17, 2020	\$ 0.10	-	1,000,000	-	(1,000,000)	-
August 17, 2020	\$ 0.20	-	1,000,000	-	(1,000,000)	-
October 1, 2020	\$ 0.10	-	400,000	-	-	400,000
Options outstanding		6,500,000	5,800,000	-	(5,250,000)	7,050,000
Options exercisable		6,500,000	5,800,000	-	(5,250,000)	7,050,000
Weighted average exercise price		\$0.34	\$0.12	\$Nil	\$0.27	\$0.20

8. LOSS PER SHARE

Basic and diluted loss per share

The calculation of basic and diluted loss per share for the nine months ended February 28, 2017 was based on the loss attributable to common shareholders of \$1,461,756 (February 29, 2016 – \$1,223,903) and a weighted average number of common shares outstanding of 115,728,552 (February 29, 2016 – 88,015,644).

Diluted loss per share did not include the effect of 8,850,000 share purchase options, 733,333 broker's warrants and 33,915,969 warrants for the nine months ended February 28, 2017 (February 29, 2016 – 7,050,000 share purchase options, 1,048,798 broker's warrants and 33,615,969 warrants) as they are anti-dilutive.

9. 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 directors, key management and companies controlled by directors and key management, as described below:

(i) Transactions with key management personnel

The aggregate value of transactions and outstanding balances relating to key management personnel and entities over which they have control or significant influence were as follows:

For the nine months ended February 28, 2017

	Short-term employee benefits	Social security cost	Other long-term benefits	Termination benefits	Share-based payments	Total
Jarrett Malnarick Chief Executive Officer ^(a)	\$ 78,500	\$ 2,438	\$ Nil	\$ Nil	\$ 82,330	\$ 163,268
Mark T. Brown Chief Financial Officer ^(b)	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ 49,960	\$ 49,960

For the nine months ended February 29, 2016

	Short-term employee benefits	Social security cost	Other long-term benefits	Termination benefits	Share-based payments	Total
Jarrett Malnarick Chief Operating Officer ^(a)	\$ 76,500	\$ 1,444	\$ Nil	\$ Nil	\$ 38,440	\$ 116,384
Mark T. Brown Chief Financial Officer ^(b)	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ 15,970	\$ 15,970
Hyder Ali Khoja Chief Scientific Officer	\$ 33,333	\$ 2,470	\$ Nil	\$ Nil	\$ Nil	\$ 35,803
Pierre Miron Former Chief Financial Officer ^(c)	\$ 27,931	\$ 3,202	\$ Nil	\$ 15,000	\$ Nil	\$ 46,133

9. RELATED PARTY TRANSACTIONS *(Continued)*

(i) Transactions with key management personnel *(Continued)*

Related party liabilities

	Services	Nine months ended		Balance due	
		February 28, 2017	February 29, 2016	As at February 28, 2017	As at May 31, 2016
Amounts due to:					
Jarrett Malnarick Chief Executive Officer ^(a)	Salaries and share-based payment	\$ 163,268	\$ 116,384	\$ -	\$ -
Hyder Ali Khoja Chief Scientific Officer	Salaries	\$ -	\$ 35,803	\$ -	\$ -
Pierre Miron Former Chief Financial Officer ^(c)	Salaries and share-based payment	\$ -	\$ 46,133	\$ -	\$ -
Pacific Opportunity Capital Ltd. ^(b)	Management and accounting services	\$ 75,000	\$ 41,500	\$ 7,875	\$ 7,875
Aboriginal Import Export ^(d)	Management fees	\$ -	\$ 82,000	\$ -	\$ 8,400
SEDIAMEK Inc. ^(e)	Management fees	\$ -	\$ 91,244	\$ -	\$ -
Fast Creative Inc. ^(f)	Consulting fees	\$ -	\$ -	\$ -	\$ 1,008
TOTAL:				\$ 7,875	\$ 17,283

- (a) Jarrett Malnarick was appointed as the Chief Executive Officer and resigned from being the Chief Operating Officer effective October 1, 2015.
- (b) Mark T. Brown was appointed as the Chief Financial Officer effective October 1, 2015. Mr. Brown is the president of Pacific Opportunity Capital Ltd., a private company.
- (c) Pierre Miron was appointed as the Chief Financial Officer effective December 2, 2014 and resigned on September 30, 2015.
- (d) Aboriginal Import Export, a company controlled by a director of the Company who resigned from the board of directors on June 4, 2016.
- (e) SEDIAMEK Inc., a company controlled by a former officer of the Company.
- (f) Fast Creative Inc., a company controlled by a former director of the Company.

(ii) Transactions with a company formerly controlled by a director

On December 22, 2015, the Company signed the second and final intellectual property acquisition agreement with VDL, a company formerly controlled by a director of the Company who resigned on June 4, 2016, to acquire both the remaining patents regarding the proprietary vertical farming systems, and the license agreements with certain partners covering various provinces of Canada. All the patents had been transferred to the Company for a final issuance of 10 million common shares at \$0.10 per share on June 15, 2016, valuing this second and final purchase price at \$1 million. Combining with all the previous share issuances to VDL in 2014 and 2015, the purchase price for all the patents and technology totals to \$2,494,443.

10.SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

The Company entered into the following transactions which had no impact on the cash flow:

	Nine months ended	
	February 28, 2017	February 29, 2016
Acquisition of intangible assets in exchange for common shares	\$ 1,000,000	\$ -
Issuance of common shares in exchange for debt settlement	\$ 137,910	\$ 204,992
Cancellation of accounts payable	\$ 201,884	\$ -

11.FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

The fair values of the Company's cash, other receivables, investments - available for sale, accounts payables and accrued liabilities, and due to related parties approximate their carrying values because of the short-term nature of these instruments.

The Company's financial instruments are exposed to certain financial risks, including market risk, liquidity risk, credit risk and currency risk.

(i) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, such as foreign exchange rates and interest rates. The objectives of the Company are to ensure cash inflows in the short and medium term, while reducing exposure to capital markets. The Company is exposed to market risk from its investments - available for sale. The Company does not trade in financial assets for speculative purposes.

(ii) 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 other financial assets.

The Company manages its liquidity risk by using budgets that enable it to determine the amounts required to fund its obligations. The Company also issued shares and share instruments as consideration for investments, compensation and services.

As at February 28, 2017 and May 31, 2016, all of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

As at February 28, 2017, the Company has a working capital of \$681,386. The ability of the Company to continue its activities relies upon the support of its suppliers and obtaining additional financing.

(iii) 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 is held with a Canadian chartered bank which reduces the risks. The Company's credit risk relates to cash balances and other receivables.

(iv) Currency risk

The Company is exposed to currency risk arising from exchange rate fluctuations against its reporting Canadian currency. Currency transaction risk is the impact of exchange rate fluctuations on the Company's Statement of Comprehensive Loss, which is the effect of currency rates on expected future cash flows and investments. The principal foreign exchange transaction exposure comprises both the geographical location of the Company's sales of licence in the USA and the sourcing of raw material, labour and overhead office being in Canadian dollar.

11. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT *(Continued)*

IFRS 7 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table sets forth the Company's financial assets measured at fair value by level within the fair value hierarchy as at February 28, 2017 and May 31, 2016.

As at February 28, 2017	Level 1	Level 2	Level 3	Total
Assets:				
Cash	\$ 712,117	\$ -	\$ -	\$ 712,117
Investments - available for sale	-	-	-	-
	\$ 712,117	\$ -	\$ -	\$ 712,117

As at May 31, 2016	Level 1	Level 2	Level 3	Total
Assets:				
Cash	\$ 3,206	\$ -	\$ -	\$ 3,206
Investments - available for sale	12,000	-	-	12,000
	\$ 15,206	\$ -	\$ -	\$ 15,206

12. MANAGEMENT OF CAPITAL RISK

The Company manages its cash and cash equivalents and shareholders' equity as capital (in the comparative year the Company managed shareholders' equity as capital) (see note 7). The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. This objective will be achieved by identifying the right agriculture projects, adding value to these projects and ultimately taking them through to production or sale and cash flow, either with partners or by the Company's own means.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, acquire or dispose of assets or adjust the amount of cash and cash equivalents held.

In order to maximize ongoing operating efforts, the Company does not pay out dividends. The Company's investment policy is to invest its short-term excess cash in highly liquid short-term interest-bearing investments with maturities of 90 days or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations.

When financing conditions are not optimal, the Company may enter into option agreements or other solutions to continue its activities or may slow its activities until conditions improve. The Company is not subject to external capital requirements. There were no changes in the Company's approach to capital management during the period.

13.SEGMENTED FINANCIAL INFORMATION

The Company operates in one industry segment of producing strawberries and other crops such as romaine lettuce and herbs using vertical farming technology. The Company operates in North America.

14.CREDIT FACILITY AGREEMENTS

On February 24, 2016, the Company executed a variable rate term loan and an operating loan (the “credit facilities”) with Vancouver City Savings Credit Union (“Vancity”) as follows:

- Variable rate term loan (to assist with the setup of a vertical farm) – \$86,000, five year amortization, 12-month term, repayable in blended monthly payments of \$1,583 commencing one month from the date of initial disbursement, secured by a business promissory note.
- Operating loan (to assist with the operation of the vertical farm) - \$25,000, 12-month term, repayable on demand, secured by a business and operating loan application and agreement.

The credit facilities bear interest at Vancity prime plus 1% per annum; can be repaid in full, or in part, at any time without notice, penalty or bonus; are personally guaranteed by a former director of the Company; are additionally secured by an unlimited guarantee and postponement of claim and security over deposits (in the amount of \$115,000) made by the former director with respect to the debts and liabilities of the Company; and are subject to a debt service coverage (as defined) of a minimum of 1.25 times at all times.

As of February 28, 2017, Vancity had not advanced any funds in respect of the credit facilities.

15. EVENT AFTER THE REPORTING PERIOD

On March 14, 2017, the Company granted 600,000 options at a price of \$0.11 for a period of 2 years to a consultant.