AFFINOR GROWERS

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED

FEBRUARY 28, 2019

(UNAUDITED)

AFFINOR GROWERS INC.

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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 Chartered Professional Accountants of Canada 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, 2019	May 31, 2018
		(Unaudited)	(Audited)
Assets			
Current assets			
Cash		$ 147,183	$ 627,948
Receivables	9	41,337	191,864
Prepaid expenses		20,565	20,006
Deposit on equipment purchase		65,875	184,040
Due from related parties	8	315,765	220,000
		590,725	1,243,858
Non-current assets			
Property and equipment	4	74,386	4,297
Intangible assets	5	2,081,989	2,086,167
		2,156,375	2,090,464
Total assets		$ 2,747,100	$ 3,334,322
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	8,11	$ 62,525	$ 92,359
		62,525	92,359
Equity			
Share capital	6	25,315,866	25,315,866
Reserves	6	7,022,025	6,890,165
Deficit		(29,653,316)	(28,964,068)
		2,684,575	3,241,963
Total equity and liabilities		$ 2,747,100	$ 3,334,322

Events after the reporting period (Note 12)

These condensed consolidated interim financial statements are authorized for issue by the Board of Directors on April 29, 2019. 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 February 28, 2019	Three Months Ended February 28, 2018	Nine months ended February 28, 2019	Nine months ended February 28, 2018
Revenue					
Sales and Licensing fees		$ 3,000	$ -	$ 3,000	$ -
		3,000	-	3,000	-
Production and development costs					
Vertical Growing Tower					
Item assembly costs		5,992	294	5,992	294
Testing		-	-	-	1,100
Tower setup		-	1,898	-	2,695
Amortization - patents	5	37,047	34,645	106,581	103,935
Amortization - growing towers		4,042	-	17,527	-
Research	8	-	-	820	3,810
Travel		374	2,894	71,390	4,325
		(47,455)	(39,731)	(202,310)	(116,159)
Gross loss		(44,455)	(39,731)	(199,310)	(116,159)
Expenses					
Registration and information to shareholders		10,720	16,077	29,144	39,591
Consulting fees		30,000	64,287	90,000	196,055
Professional fees	8	6,849	-	87,369	-
Employee benefit expenses		39,771	75,609	87,958	132,647
Management fees	8	30,000	-	75,000	-
Share-based payment	6, 8	-	148,370	131,860	148,370
Amortization	4	645	312	967	936
Other operating expenses		16,614	4,114	29,135	11,555
		(134,599)	(308,769)	(531,433)	(529,154)
		-			-
Operating loss		(179,054)	(348,500)	(730,743)	(645,313)
Other items					
Gain on sale of property and equipment	4	4,519	-	4,519	-
Other		11,405	1,875	36,976	4,399
		15,924	1,875	41,495	4,399
Net loss for the period		$ (163,130)	$ (346,625)	$ (689,248)	$ (640,914)
Basic and diluted loss per share	7	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.01)
Weighted average number of shares		152,908,108	122,387,250	152,908,108	122,387,250

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

		Share capital		Reserves				
	Note	Number of shares	Amount	Warrants	Broker's warrants	Equity-settled employee benefits	Deficit	Total equity
Balance as at May 31, 2017 (Audited)		**121,606,561**	**$ 20,211,332**	**$ 1,348,143**	**$ 117,932**	**$ 5,329,092**	**$ (24,264,580)**	**$ 2,741,919**
Share issues:								
Options exercised	6	2,800,000	737,060	-	-	(357,560)	-	379,500
Warrants exercised	6	300,000	45,000	-	-	-	-	45,000
Share-based payment		-	-	-	-	148,370	-	148,370
Net loss		-	-	-	-	-	(640,914)	(640,914)
Balance as at February 28, 2018 (Unaudited)		124,706,561	20,993,392	1,348,143	117,932	5,119,902	(24,905,494)	2,673,875
Share issues:								
Private placements		28,201,547	4,336,048	16,018	-	-	-	4,352,066
Share issue costs		-	(13,574)	-	4,280	-	-	(9,294)
Share-based payment and warrants		-	-	-	-	283,890	-	283,890
Net loss		-	-	-	-	-	(4,058,574)	(4,058,574)
Balance as at May 31, 2018 (Audited)		152,908,108	25,315,866	1,364,161	122,212	5,403,792	(28,964,068)	3,241,963
Share-based payment		-	-	-	-	131,860	-	131,860
Net loss		-	-	-	-	-	(689,248)	(689,248)
Balance as at February 28, 2019 (Unaudited)		**152,908,108**	**$ 25,315,866**	**$ 1,364,161**	**$ 122,212**	**$ 5,535,652**	**$ (29,653,316)**	**$ 2,684,575**

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

	Nine months ended	
	February 28, 2019	February 28, 2018
Cash flows from operating activities		
Net loss for the period	$ (689,248)	$ (640,914)
Items not involving cash:		
Amortization	967	936
Amortization - patents	106,581	103,935
Amortization - growing towers	17,527	-
Gain on sale of property and equipment	(4,519)	-
Accrued interest	(12,768)	-
Share-based payment	131,860	148,370
Changes in non-cash working capital items:		
Receivables	150,527	2,446
Prepaid expenses	(559)	11,888
Accounts payable and accrued liabilities	(29,834)	(17,415)
Due from related parties	(82,997)	-
Net cash (used in) operating activities	(412,463)	(390,754)
Cash flows from investing activities		
Purchase of property and equipment	(29,064)	-
Deposit on equipment purchase	(52,500)	-
Patent development	(38,738)	-
Proceeds from sale of equipment	52,000	
Net cash (used in) investing activities	(68,302)	-
Cash flows from financing activities		
Proceeds from issuance of common shares	-	424,500
Net cash provided by financing activities	-	424,500
Change in cash for the period	(480,765)	33,746
Cash, beginning of the period	627,948	521,618
Cash, end of the period	$ 147,183	$ 555,364

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 200 – 8661 201 Street, Langley, BC, V2Y 0G9. 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. To date, the Company has entered into a purchase agreement, license agreements and test license agreements, including agreements with related parties.

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, 2019 has an accumulated deficit of $29,653,316 and a working capital of $528,200 (excluding deposit on equipment purchase). 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 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 condensed consolidated interim 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, 2019 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 16 Leases (effective January 1, 2019)

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, 2018.

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, 2018. 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 three and nine month periods ended February 28, 2019 are not necessarily indicative of the results that may be expected for the year ending May 31, 2019.

(Presented in Canadian Dollars)

4. PROPERTY, PLANT AND EQUIPMENT

	Growing equipment	Computer equipment	Office equipment	Total
Cost				
As at June 1, 2017	$ -	$ 4,034	$ 5,863	$ 9,897
Additions during the year	-	1,404	-	1,404
As at May 31, 2018	-	5,438	5,863	11,301
Additions during the period	136,064	-	-	136,064
Disposals during the year	(53,500)	-	-	(53,500)
As at February 28, 2019	$ 82,564	$ 5,438	$ 5,863	$ 93,865
Accumulated amortization				
As at June 1, 2017	$ -	$ 2,283	$ 3,456	$ 5,739
Amortization for the year	-	543	722	1,265
As at May 31, 2018	-	2,826	4,178	7,004
Amortization for the period	17,527	588	379	18,494
Amortization for the year related to disposals	(6,019)	-	-	(6,019)
As at February 28, 2019	$ 11,508	$ 3,414	$ 4,557	$ 19,479
Net book value				
As at June 1, 2017	$ -	$ 1,751	$ 2,407	$ 4,158
As at May 31, 2018	$ -	$ 2,612	$ 1,685	$ 4,297
As at February 28, 2019	$ 71,056	$ 2,024	$ 1,306	$ 74,386

5. INTANGIBLE ASSETS

	Patents	Patent Development	Total
Cost			
As at June 1, 2017	$ 2,494,443	$ -	$ 2,494,443
Additions during the year	-	-	-
As at May 31, 2018	2,494,443	-	2,494,443
Additions during the period	-	102,403	102,403
As at February 28, 2019	$ 2,494,443	$ 102,403	$ 2,596,846
Accumulated amortization			
As at June 1, 2017	$ 269,696	$ -	$ 269,696
Amortization for the year	138,580	-	138,580
As at May 31, 2018	408,276	-	408,276
Amortization for the period	103,935	2,646	106,581
As at February 28, 2019	$ 512,211	$ 2,646	$ 514,857
Net book value			
As at June 1, 2017	$ 2,224,747	$ -	$ 2,224,747
As at May 31, 2018	$ 2,086,167	$ -	$ 2,086,167
As at February 28, 2019	$ 1,982,232	$ 99,757	$ 2,081,989

5. INTANGIBLE ASSETS *(Continued)*

On January 12, 2015, the Company completed the acquisition of the ownership and commercialization rights of the farming technology “Method and Apparatus for Automated Horticulture and Agriculture” Patent from Vertical Designs Ltd. (“VDL”), a company controlled by the current Chief Executive Officer Nicholas Brusatore (subsequently resigned on September 28, 2018) along with Aboriginal Import Export, a company controlled by Mr. Brusatore. The consideration paid by the Company was the issuance of an additional 5 million shares valued at $800,000, being the market price of the shares issued at date of issuance, over and above the 1,388,888 shares of the Company issued on June 23, 2014 and October 21, 2014. This technology was patented in 2013 and there are 16 years remaining. The Company also acquired the option to buy the vertical technology for consideration of $1 million by the issuance of shares based on the then market price of the shares of the Company on the date that the technology is patented.

On December 22, 2015, the Company signed the second and final intellectual property acquisition agreement with 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. 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. Combined 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.

During the nine months ended February 28, 2019, the Company submitted new patent developments with the United States, Canada, Colombia and Aruba and this patent development has a 20-year life.

6. CAPITAL AND RESERVES

(i) Authorized:

At February 28, 2019, 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:

There were no share issuances during the three and nine months ended February 28, 2019.

During the year ended May 31, 2018

a. On March 8, 2018, the Company completed a non-brokered private placement by issuing 24,997,916 units (“Unit”) at a price of $0.16 per Unit for gross proceeds of $3,999,667. Each Unit is comprised of one common share and one common share purchase warrant of the Company. Each warrant entitles the holder to purchase one additional common share for a two year period exercisable at a price of $0.25. If, however, the closing price of the Company’s shares are $0.40 or greater for a period of 20 consecutive trading days, the warrant holder will have 30 days to exercise their warrants; otherwise the warrants expire on the 31st day.

b. On April 17, 2018, the Company completed a non-brokered private placement by issuing 3,203,631 units (“Unit”) at a price of $0.11 per Unit for gross proceeds of $352,399. Each Unit is comprised of one common share and one common share purchase warrant of the Company. Each warrant entitles the holder to purchase one additional common share for a two year period exercisable at a price of $0.20. If, however, the closing price of the Company’s shares are $0.40 or greater for a period of 20 consecutive trading days, the warrant holder will have 30 days to exercise their warrants; otherwise the warrants expire on the 31st day. Under the residual value approach, $16,018 was assigned to the warrants component of the Units.

   In connection with the financings, a finder’s fee of $7,782 was paid and 70,747 broker warrants were issued to third parties. The broker’s warrants have a term of 24 months and are exercisable at $0.20 per broker’s warrant. The value of the broker’s warrants was determined to be $4,280 and was calculated using the Black-Scholes option pricing model. The Company incurred addional share issue costs of $1,512 in connection with the financing.

(Presented in Canadian Dollars)

6. CAPITAL AND RESERVES *(Continued)*

(ii) Share issuances: *(Continued)*

c. During the year ended May 31, 2018, the Company issued common shares pursuant to the exercise of 2,800,000 stock options for cash proceeds of $379,500 and the exercise of 300,000 warrants for cash proceeds of $45,000.

(iii) Warrants:

The continuity of warrants for the nine months ended February 28, 2019 is as follows:

Expiry date		Exercise price	May 31, 2018	Issued	Exercised	Expired	February 28, 2019
September 11, 2018		$0.15	14,300,000	-	-	(14,300,000)	-
April 4, 2019		$0.40	635,000	-	-	-	635,000
April 7, 2019		$0.40	3,045,636	-	-	-	3,045,636
April 11, 2019		$0.40	1,080,000	-	-	-	1,080,000
April 14, 2019		$0.40	564,000	-	-	-	564,000
April 16, 2019		$0.40	178,000	-	-	-	178,000
April 22, 2019		$0.40	360,000	-	-	-	360,000
April 23, 2019		$0.40	1,620,000	-	-	-	1,620,000
August 17, 2020		$0.10	2,000,000	-	-	-	2,000,000
March 8, 2020	**	$0.25	24,997,916	-	-	-	24,997,916
April 17, 2020	**	$0.20	3,203,631	-	-	-	3,203,631
Outstanding			51,984,183	-	-	(14,300,000)	37,684,183
Weighted average exercise price			$0.24	$Nil	$Nil	$0.15	$0.27

As of February 28, 2019, the weighted average contractual life is 0.88 years (May 31, 2018 – 1.26 years).

The continuity of warrants for the year ended May 31, 2018 is as follows:

Expiry date		Exercise price	May 31, 2017	Issued	Exercised	Expired	May 31, 2018
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	7,833,333	-	-	(7,833,333)	-
September 11, 2018		$0.15	14,600,000	-	(300,000)	-	14,300,000
April 4, 2019		$0.40	635,000	-	-	-	635,000
April 7, 2019		$0.40	3,045,636	-	-	-	3,045,636
April 11, 2019		$0.40	1,080,000	-	-	-	1,080,000
April 14, 2019		$0.40	564,000	-	-	-	564,000
April 16, 2019		$0.40	178,000	-	-	-	178,000
April 22, 2019		$0.40	360,000	-	-	-	360,000
April 23, 2019		$0.40	1,620,000	-	-	-	1,620,000
August 17, 2020		$0.10	2,000,000	-	-	-	2,000,000
March 8, 2020	**	$0.25	-	24,997,916	-	-	24,997,916
April 17, 2020	**	$0.20	-	3,203,631	-	-	3,203,631
Outstanding			33,915,969	28,201,547	(300,000)	(9,833,333)	51,984,183
Weighted average exercise price			$0.21	$0.24	$0.15	$0.16	$0.24

** These warrants have a forced exercise price. If the closing price of the Company's shares are $0.40 or greater for a period of 20 consecutive trading days, the warrant holder will have 30 days to exercise their warrants; otherwise the warrants expire on the 31st day.

(Presented in Canadian Dollars)

6. CAPITAL AND RESERVES *(Continued)*

(iv) Broker's Warrants:

The continuity of broker's warrants for the nine months ended February 28, 2019 is as follows:

Expiry date	Exercise price	May 31, 2018	Issued	Exercised	Expired	February 28, 2019
April 17, 2020	$0.20	70,747	-	-	-	70,747
Outstanding		70,747	-	-	-	70,747
Weighted average exercise price		$0.20	$Nil	$Nil	$Nil	$0.20

As of February 29, 2019, the weighted average contractual remaining life is 1.13 years (May 31, 2018 – 1.88 years).

Expiry date	Exercise price	May 31, 2017	Issued	Exercised	Expired	May 31, 2018
October 30, 2017	$0.15	733,333	-	-	(733,333)	-
April 17, 2020	$0.20	-	70,747	-	-	70,747
Outstanding		733,333	70,747	-	(733,333)	70,747
Weighted average exercise price		$0.15	$0.20	$Nil	$0.15	$0.20

(v) 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 15,290,811 shares on February 28, 2019.

Options granted are exercisable at the day of grant except for persons performing investor relations activities. Options granted to suppliers of investor 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.

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.

(Presented in Canadian Dollars)

6. CAPITAL AND RESERVES *(Continued)*

(v) 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, 2019is as follows:

Expiry date	Exercise price	May 31, 2018	Granted	Exercised	Expired/ cancelled	February 28, 2019
November 16, 2018	$ 0.10	600,000	-	-	(600,000)	-
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 18, 2019	$ 0.165	800,000	-	-	-	800,000
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	1,250,000	-	-	-	1,250,000
December 20, 2020	$ 0.155	500,000	-	-	-	500,000
January 16, 2021	$ 0.19	900,000	-	-	-	900,000
April 5, 2021	$ 0.115	2,000,000	-	-	-	2,000,000
May 18, 2021	$ 0.11	500,000	-	-	-	500,000
July 16, 2021	$ 0.10	-	100,000	-	-	100,000
August 24, 2021	$ 0.115	-	600,000	-	-	600,000
September 28, 2021	$ 0.10	-	1,000,000	-	-	1,000,000
Options outstanding		9,900,000	1,700,000	-	(800,000)	10,800,000
Options exercisable		9,900,000	1,700,000	-	(800,000)	10,800,000
Weighted average exercise price		$0.20	$0.10	$Nil	$ 0.10	$0.20

As of February 28, 2019, the weighted average contractual remaining life is 1.40 years (May 31, 2018 – 1.82 years).

The weighted average assumptions used to estimate the fair value of options for the nine months ended February 28, 2019 and 2018 were:

	Nine months ended February 28, 2019	Nine months ended February 28, 2019
Risk-free interest rate	1.66%	Nil
Expected life	3 years	Nil
Expected volatility	143.08%	Nil
Expected dividend yield	Nil	Nil

(Presented in Canadian Dollars)

6. CAPITAL AND RESERVES *(Continued)*

(v) Share Purchase Options Compensation Plan: *(Continued)*

A summary of changes in the Company's common share purchase options for the year ended May 31, 2018 is as follows:

Expiry date	Exercise price	May 31, 2017	Granted	Exercised	Expired/ cancelled	May 31, 2018
September 30, 2017	$ 0.10	300,000	-	-	(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)	-
November 16, 2018	$ 0.10	700,000	-	(100,000)	-	600,000
February 23, 2019	$ 0.10	200,000	-	-	-	200,000
March 14, 2019	$ 0.11	600,000	-	(600,000)	-	-
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 13, 2019	$ 0.11	700,000	-	(700,000)	-	-
October 18, 2019	$ 0.165	1,900,000	-	(1,100,000)	-	800,000
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	-	(300,000)	-	1,250,000
December 20, 2020	$ 0.155	-	500,000	-	-	500,000
January 16, 2021	$ 0.19	-	900,000	-	-	900,000
April 5, 2021	$ 0.115	-	2,000,000	-	-	2,000,000
May 18, 2021	$ 0.11	-	500,000	-	-	500,000
Options outstanding		9,450,000	3,900,000	(2,800,000)	(650,000)	9,900,000
Options exercisable		9,450,000	3,900,000	(2,800,000)	(650,000)	9,900,000
Weighted average exercise price		$0.21	$0.14	$0.14	$0.14	$0.20

7. LOSS PER SHARE

Basic and diluted loss per share

Diluted loss per share did not include the effect of 10,800,000 share purchase options, 70,747 broker's warrants and 37,684,183 warrants for the nine months ended February 28, 2019 (February 28, 2018 – 7,600,000 share purchase options and 23,782,636warrants) as they are anti-dilutive.

(Presented in Canadian Dollars)

8. 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:

	Nine months ended February 28, 2019	Nine months ended February 28, 2018
Consulting fees	$ 90,000	$ -
Management fees	109,850	70,500
Employee benefit expenses	122,601	28,538
Share-based payments	194,080	-
Total	$ 516,531	$ 99,038

	Services	Transactions for the nine months ended February 28, 2019	Transactions for the nine months ended February 28, 2018	Balance due As at February 28, 2019	Balance due As at February 28, 2018
Aboriginal Import Export [(a)]	Consulting and management fees	$ 90,000	$ 10,000	$ 20,000	$ -
Randy Minhas Chief Financial Officer [(b)]	Salaries and share-based payment	$ 122,601	$ -	$ -	$ -
Jarrett Malnarick Former Chief Executive Officer [(c)]	Salaries	$ -	$ 186,687	$ -	$ -
Pacific Opportunity Capital Ltd. [(d)]	Professional fees - accounting services	$ 40,478	$ 70,500	$ -	$ -
Brian Whitlock Director [(g)]	Share-based payment	$ 34,850	$ -	$ -	$ -
Softail Enterprises Inc. [(e)]	Management fees	$ 75,000	$ -	$ 10,500	$ -

(a) Nicholas Brusatore was appointed as the Chief Executive Officer effective January 29, 2018 and was compensated via payment to Aboriginal Import Export, a company controlled by Mr. Brusatore. Subsequently Mr. Brusatore resiged as the Chief Executive Officer effective September 28, 2018. Mr. Brusatore continues to consult with the Company.
(b) Randy Minhas was appointed as the Chief Financial Officer effective May 2, 2018. Subsequently Mr. Randy was appointed as the Chief Executive Officer effective September 28, 2018 and remained as the interim Chief Financial Officer.
(c) Jarrett Malnarick was appointed as the Chief Executive Officer effective October 1, 2015 and resigned on January 18, 2018.
(d) Former Chief Financial Officer is the president of Pacific Opportunity Capital Ltd., a private company.
(e) Softail Enterprises Inc. is controlled by a director of the Company.

(ii) Transactions with a company controlled by an officer

In August 2018, the Company delivered two growing towers, valued at approximately $40,000, to the Company's former CEO's property for use in VDL's greenhouse project as well as raw materials valued at $26,579 in preparation for the installation of additional towers.

8. RELATED PARTY TRANSACTIONS *(Continued)*

(iii) Promissory notes with a company controlled by an officer

On August 24, 2018, the Company executed a promissory note receivable with VDL, which matures on December 31, 2018, bears simple interest on the unpaid principal from May 2, 2018, being the date the principal was originally advanced, at an annual rate of 15% and is secured by the assets of VDL, of which, there currently are none. The principal amount is $220,000. During the three months ended February 28, 2019, the Company received an interest payment of $14,536. As at February 28, 2019, the balance owing is $232,768, of which $220,000 represents the principal and the remaining balance is accrued interest.

On August 9, 2018, the Company executed a promissory note to lend VDL Colombia SAS, a company owned 50% by the Company's director, for up to US$75,000 at an interest rate of 15% per year. The loan is repayable by August 31, 2018 and is secured by the assets of VDL Colombia SAS (of which there currently are none). The shareholders of VDL Colombia SAS have also pledged its shares of VDL Colombia SAS as additional security. The Company has lent US$75,000 and has received payment of CAD$50,000 during the nine months ended February 28, 2019. As at February 28, 2019, the remaining balance of the loan is CAD$56,419.

9. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

The fair values of the Company's cash, receivables, due from related parties (excluding GST), and accounts payable and accrued liabilities 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 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.

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

(ii) Liquidity risk *(Continued)*

As at February 28, 2019 and May 31, 2018, 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, 2019, the Company has a working capital of $462,325 (excluding deposit on equipment purchase). 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, receivables (excluding GST), deposit, and due from related party.

(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 consolidated 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.

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, 2019 and May 31, 2018.

As at February 28, 2019	Level 1	Level 2	Level 3	Total
Assets:				
Cash	$ 147,183	$ -	$ -	$ 147,183
	$ 147,183	$ -	$ -	$ 147,183

As at May 31, 2018	Level 1	Level 2	Level 3	Total
Assets:				
Cash	$ 627,948	$ -	$ -	$ 627,948
	$ 627,948	$ -	$ -	$ 627,948

10. SEGMENTED FINANCIAL INFORMATION

The Company operates in one industry segment, the ariculture technology industry. The Company operates in North America.

11. CONTIGENT LIABILITY

On October 15, 2014, the Company paid a deposit of approximately $334,000 for materials and equipment related to the Company's Greenhouse project in St-Chysotome, Quebec. Despite several requests, the Company has not received an accounting of all invoices relating to the project and the application of the deposit to the invoices. Accordingly, the Company is not able to determine whether there is a balance payable or receivable in respect of the invoices. As there is significant uncertainty with respect to the amount, if any, that may be payable, invoices previously recorded in the amount of approximately $180,000 have been written off and are no longer recognized as a liability.

12. EVENTS AFTER THE REPORTING PERIOD

On March 1, 2019, the Company reached a four-year, worldwide exclusive, distribution agreement with Fundamental Lighting. As part of the agreement, the Company will earn a commission on sales of LED lights for agricultural projects. In addition, the Company agreed to assist Fundamental Lighting in developing cannabis specific growing lights.

On April 17, 2019, the Company entered into a letter of intent to acquire manufacturing assets that make up the Cobotix Manufacturing Inc.'s ("Cobotix") business, undertakings and goodwill in Port Coquitlam (the "Acquisition"). The Company and Cobotix will have thirty (30) days to complete the due diligence process and determine a closing date for the Acquisition. In consideration for the assets, the Company will pay to Cobotix up to $2,900,000, subject to a valuation of the assets (the "Consideration"). The Consideration will be satisfied by certain cash payments and the issuance of up to 38,000,000 common shares (the "Common Shares") in the capital of the Company at a deemed price of $0.05 per Common Share.