

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Affinor Growers Inc. (the “Company”)
Unit 200 – 8661 201 Street
Langley, BC, Canada, V2Y 0G9

Item 2 Date of Material Change

September 29, 2020

Item 3 News Release

The Company disseminated a news release dated September 29, 2020, and subsequently filed the news release on www.sedar.com.

Item 4 Summary of Material Change

The Company announced that the filing of its audited annual financial statements for the year ended May 31, 2020, including the related management discussion and analysis, and CEO and CFO certifications (collectively, the “Annual Financial Filings”) were not filed by the required filing deadline of September 28, 2020 (the “Filing Deadline”). The Annual Financial Filings are late due to significant delays in completing the financing resulting in a delay to the start of the audit.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that the filing of its audited annual financial statements for the year ended May 31, 2020, including the related management discussion and analysis, and CEO and CFO certifications (collectively, the “Annual Financial Filings”) were not filed by the required filing deadline of September 28, 2020 (the “Filing Deadline”). The Annual Financial Filings are late due to significant delays in completing the financing resulting in a delay to the start of the audit.

The Company’s staff are working diligently with its auditors and the Company anticipates that it will be in a position to file the Annual Financial Filings before October 15, 2020.

The Company has voluntarily applied to the applicable securities regulatory authorities and received a management cease trade order related to the Company’s securities to be imposed the management of the Company to trade securities of the Company. The management cease trade order will be in effect until the Annual Financial Filings are filed. All other securityholders will still be able to trade in the securities of the Company in accordance with applicable securities laws.

Until the Annual Financial Filings are filed, the Company intends to provide information in accordance with National Policy 12-203 *Cease Trade Orders for Continuous Disclosure Defaults*.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

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

Contact: Randy Minhas, CEO
Telephone: 604-546-7452

Item 9 Date of Report

September 29, 2020