

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

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

Affinor Growers Inc. (“**Affinor**” or the “**Company**”)  
4<sup>th</sup> Floor, 595 Howe Street  
Vancouver, BC V6C 2T5

**Item 2. Date of Material Change**

January 14, 2022

**Item 3. News Release**

The news release related to this material change dated January 14, 2022 (the “**News Release**”) was filed on SEDAR and disseminated via Globe News Wire on January 14, 2022.

**Item 4. Summary of Material Change**

On January 14, 2022, the Company closed a non-brokered private placement of 10,430,005 units (the “**Units**”) at a price of \$0.035 per Unit for total gross proceeds of \$365,050.18 (the “**Offering**”).

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

**5.1 Full Description of Material Change**

On January 14, 2022, the Company closed a non-brokered private placement of 10,430,005 Units at a price of \$0.035 per Unit for total gross proceeds of \$365,050.18.

Each Unit consisted of one common share in the capital of the Company (a “**Share**”) and one common share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder to acquire one additional Share (a “**Warrant Share**”) at a price of \$0.05, on or before January 14, 2024.

The Company will use the net proceeds from the Offering to finalize its greenhouse operations and begin the permitting and building of the newly designed Atlantis greenhouse to further increase its strawberry production in 2022.

In connection with the closing of the Offering the Company paid eligible arm’s length finders cash fees totalling \$2,800.00.

All securities issued in connection with the Offering are subject to a statutory hold period of four months plus a day in accordance with applicable securities legislation.

The securities offered have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This Material Change Report does not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor in any other jurisdiction.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**Item 7. Omitted Information**

None.

**Item 8. Executive Officers**

The following executive officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted at:

Nick Brusatore  
Chief Financial officer  
Telephone: 604 356 0411  
Email: [nick@affinorgrowers.com](mailto:nick@affinorgrowers.com)

**Item 9. Date of Report**

DATED at Vancouver, BC this 21st day of January, 2022.