

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

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

Item 2. Date of Material Change

June 15, 2022

Item 3. News Release

A news release related to this material change dated June 15, 2022 was disseminated via Globe News Wire and subsequently SEDAR filed on June 15, 2022.

Item 4. Summary of Material Change

On June 15, 2022, the Company announced the effective date of its 10:1 share consolidation.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that further to its news release dated June 8, 2022, the Company will consolidate the common shares in the capital of the Company (the “Shares”) on the basis of one (1) post-consolidated Share for each ten (10) pre-consolidated Shares with an effective date of June 20, 2022 (the “Consolidation”). The name of the Company and the trading symbol will remain the same after the Consolidation. Following the Consolidation, the Company’s new CUSIP number will be 00830Q306 and the new ISIN number will be CA00830Q3061.

The Company’s post-Consolidation Shares are expected to begin trading on the Canadian Securities Exchange (“CSE”) on or about June 20, 2022. The total issued and outstanding number of Shares following the Consolidation will be approximately 22,146,362.

Letters of transmittal with respect to the Consolidation will be mailed to all registered shareholders of the Company. All registered shareholders will be required to send their respective certificates representing the pre-Consolidation Shares along with a properly executed letter of transmittal to the Company’s transfer agent, Computershare Investor Services Inc. (“Computershare”), in accordance with the instructions provided in the letter of transmittal. Additional copies of the letter of transmittal can be obtained through Computershare at 1-800-564-6253 between the hours of 8:30 a.m. – 8:00 p.m. (EST), or by e-mail to corporateactions@computershare.com. All shareholders who submit a duly completed letter of transmittal along with their respective pre-Consolidation Share certificate(s) to Computershare will receive a post-Consolidation Share certificate or Direct Registration Advice representing the post-Consolidation Shares.

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
CEO and Interim CFO
Telephone: 604 356 0411
Email: nick@affinorgrowers.com

Item 9. Date of Report

DATED at Vancouver, BC this 22nd day of June, 2022.