



AFFINOR GROWERS ENTERS AMENDMENT AGREEMENT WITH FRESHBAY

VANCOUVER, British Columbia, May 14, 2024 (GLOBE NEWSWIRE) -- Affinor Growers Inc. (“**Affinor**” or the “**Company**”) (CSE: AFI; OTCQB: RSSFF) is pleased to announce that, further to its news releases dated February 10, 2023 and June 20, 2023, it has entered into an Amending Agreement (the “**Amendment**”) with Freshbay Inc. (“**Freshbay**”) dated May 10, 2024, to amend the terms of its previously announced Agricultural Technology Agreement with Freshbay, a copy of which is available under the Company’s profile at www.sedarplus.ca. The Company and Freshbay entered into the Amendment to capture their mutual intentions for Company to grant to Freshbay, and Freshbay to accept from the Company, the exclusive right and license to use and exploit a certain patent, know-how associated therewith, and certain industrial designs held by the Company (collectively, the “**Licensed IP**”) in accordance with the terms and conditions of the Amendment (the “**Transaction**”).

Pursuant to the terms and conditions of the Amendment and as consideration for grant of the license, Freshbay has agreed to pay the Company CAD \$33,500,000 as follows:

- i. CAD \$21,000,000 (the “**Funding Instalment**”) on such date that Freshbay receives any funding from an institutional investor in connection with the Project Solution (as defined in the Agricultural Technology Agreement). Notwithstanding the foregoing, full Funding Instalment is due and payable on a date that is six (6) months from the effective date of the Amendment; and
- ii. CAD \$12,500,000 on such date that is the earliest of (i) six (6) months from the date of the first shipment of any strawberries produced in connection with the Licensed IP, or (ii) June 16, 2025.

Nick Brusatore, the Company’s Chief Executive Officer, stated as follows: “I am eagerly anticipating the exclusive collaboration with Freshbay in Canada, utilizing our safeguarded intellectual property. This strategic partnership will not only strengthen the ties between Capital Groups and Freshbay but also facilitate extensive distribution networks. This IP sale marks the inception of a precedent that will pave the way for Affinor’s IP to expand its global reach and sell more patents worldwide”.

In connection with the Amendment, the Company has also entered into a finder’s fee agreement (the “**Finder’s Fee Agreement**”) with an arm’s length finder (the “**Finder**”) pursuant to which the Company shall pay the Finder a finder’s fee of CAD \$8,250,000 in consideration for the services provided by the Finder in facilitating discussions between the Company and Freshbay in connection with the Transaction (the “**Finder’s Fee**”). The Finder’s Fee shall become payable from the Company to the Finder when the Company receives the Funding Instalment from Freshbay pursuant to the terms and conditions of the Amendment.

About Freshbay

Freshbay is an agriculture company planning to revolutionize indoor farming with deep earth geothermal energy for greenhouse production of strawberries starting in Alberta. They're mission is to bring fresh, healthy, locally grown strawberries to your table using innovative patented vertical farming technology and sustainable energy sources. Our team of experts is dedicated to providing a sustainable, efficient, and economically viable solution for indoor agriculture.

About Affinor

Affinor is a publicly traded company listed on the CSE under the symbol "AFI" and on the OTCQB under the symbol "RSSFF". Affinor is focused on developing vertical farming technologies and using those technologies to grow fruits and vegetables in a sustainable manner.

To learn more about Affinor, visit: www.affinorgrowers.com

On behalf of the Board of Directors,
Affinor Growers Inc.

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Neither the Canadian Securities Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

This news release includes certain statements that may be deemed "forward-looking statements". All statements in this new release, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. Forward-looking statements in this news release includes statements related to the Amendment, the Finder's Fee Agreement, and the transactions contemplated therein. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include market prices, continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. Except as required by applicable securities laws, the Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.