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AFFINOR GROWERS ANNOUNCES CLOSING OF UNIT FINANCING AND DEBT SETTLEMENT

VANCOUVER, British Columbia, October 10, 2024 - Affinor Growers Inc. (“**Affinor**” or the “**Company**”) (CSE: AFI; OTC Pink: RSSFF) is pleased to announce that, further to its news release dated August 9, 2024, it has completed a non-brokered private placement of 2,580,000 units of the Company (the “**Units**”) at a price of \$0.05 per Unit for aggregate gross proceeds of \$129,000 (the “**Offering**”). Each Unit consists of one common share in the capital of the Company (a “**Share**”) and one Share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder thereof to acquire one Share (a “**Warrant Share**”) at a price of \$0.10 per Warrant Share for a period of 24 months from the closing date of the Offering. The Company intends to use the net proceeds raised from the Offering for administration fees and the production and development of strawberries.

Additionally, further to its news release dated September 26, 2024, the Company has settled an aggregate of \$7,923.29 of debt (the “**Debt**”) owed to Pavenham Development Corp. (the “**Creditor**”). In settlement of the Debt, the Company issued an aggregate of 158,466 Shares (the “**Settlement Shares**”) at a deemed price of \$0.05 per Settlement Share (the “**Debt Settlement**”).

The Creditor is an insider of the Company as it holds more than 10% of the Company’s issued and outstanding Shares. Additionally, the Offering was fully-subscribed for by three insiders of the Company, including a director of the Company, an individual who holds more than 10% of the Company’s issued and outstanding Shares, and the Creditor (collectively, the “**Insiders**”).

The issuance of the Units to the Insiders and issuance of the Settlement Shares to the Creditor each constitutes a “related party transaction” as defined in Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company is relying on the exemption from valuation requirement and minority approval pursuant to subsection 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, for the issuance of the Units to the Insiders and the issuance of the Settlement Shares to the Creditor as the deemed value of the Units and the deemed value of the Settlement Shares do not represent more than 25% of the Company’s market capitalization, as determined in accordance with MI 61-101.

All securities issued in connection with the Offering and the Debt Settlement are subject to a statutory hold period of four months and one day following the date of issuance in accordance with applicable Canadian securities laws.

About Affinor

Affinor is a publicly traded company listed on the CSE under the symbol “AFI” and on the OTC PINK 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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The securities of the Company referred to in this news release 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 state securities laws. Accordingly, the securities of the Company may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This news release does not constitute an offer to sell or a solicitation of any offer to buy any securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

This news release includes certain statements that may be deemed “forward-looking statements”. All statements in this news 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 include, without limitation, statements related to the anticipated use of proceeds from the Offering. 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.