

**FORM 51-102F3**  
**Material Change Report**

**1. Name and Address of Company**

**Infinity Minerals Corp.** (the "Company" or "Infinity")  
400 – 409 Granville Street  
Vancouver, British Columbia  
V6C 1T2 Canada

**2. Date of Material Change**

June 24, 2014

**3. News Release**

Pursuant to section 7.1 of National Instrument 51-102, the news release was disseminated by Filing Services Canada on June 23, 2014.

**4. Summary of Material Change**

The Company reports that it has closed \$1,353,500 for its previously announced non-brokered private placement (June 02, 2014 news release) of \$1,000,000.

The Company will issue 6,767,500 units at a price of \$0.20 per unit. Each unit consists of one common share and one/half share purchase warrant. Each whole warrant is exercisable into one further common share at an exercise price of \$0.30 expiring June 23, 2015.

The Company paid finder fees of \$19,600 cash and 49,000 full warrants to PI Financial Corp., \$2480 in cash and 6,200 full warrants to Canaccord Genuity Corp. and \$6,000 cash and 20,000 full warrants to Donald & Co. Ltd. The terms of the warrants are the same as those of the financing. The Company also announces that it has granted a total of 150,000 incentive stock options to consultants. The grant allows for the exercise of the options at a price of \$0.42 up until expiry on June 23, 2017.

All securities issued under the private placement are subject to a statutory hold period expiring on October 24, 2014, in accordance with applicable Canadian securities laws.

Proceeds from the placement will be utilized for final Due Diligence for the previously announced LOI to acquire The Herbal Clone Bank Inc. and Advanced Greenhouse Technologies (June 02, 2014 news release) as well as general working capital. Documentation is proceeding satisfactorily, with the transaction expected to formally close before end of July, 2014.

**5. Full Description of Material Change**

Please see attached news release June 23, 2014.

**6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**7. Omitted Information**

Not applicable.

**8. Executive Officers**

Ron Shenton, President & CEO  
Tel: 604-687-6562

**9. Date of Report**

June 24, 2014