

## FORM 5

### QUARTERLY LISTING STATEMENT

Name of Listed Issuer: Affinor Growers Inc. (the "Issuer").

Trading Symbol: AFI

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities Act*, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

#### **General Instructions**

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

#### **SCHEDULE A: FINANCIAL STATEMENTS**

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

## SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

### 1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.

The Issuer's related parties include directors, officers and a company controlled by an officer. The amounts paid to the related parties are included in the management fees, consulting fees and professional fees.

- (b) A description of the transaction(s), including those for which no amount has been recorded.

The Company did not have any issuance of common shares in exchange of consulting fees or management services during the current reporting period.

- (c) The recorded amount of the transactions classified by financial statement category.

	Services	Transactions for the six months ended	
		November 30, 2018	November 30, 2017
Aboriginal Import Export <sup>(a)</sup>	Consulting and management fees	\$ 60,000	\$ -
Randy Minhas Chief Financial Officer <sup>(b)</sup>	Salaries and share-based payment	\$ 82,987	\$ -
Jarrett Malnarick Former Chief Executive Officer <sup>(c)</sup>	Salaries	\$ -	\$ 28,538
Pacific Opportunity Capital Ltd. <sup>(d)</sup>	Professional fees - accounting services	\$ 40,478	\$ 45,000
Softail Enterprises Inc. <sup>(e)</sup>	Management fees	\$ 79,800	\$ -

(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.

As of November 30, 2018, the Issuer owes no money to a related party and two related parties owe the Issuer \$369,405. Subsequent to quarter end, the Company received \$65,000 in payments

(e) Contractual obligations with Related Persons, separate from other contractual obligations. N/A

(f) Contingencies involving Related Persons, separate from other contingencies. N/A

**2. Summary of securities issued and options granted during the period.**

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
During the three months ended August 31, 2018	None	None	None	None	None	None	None	N/A

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
July 16, 2018	100,000	N/A	Consultant	\$0.10	July 16, 2021	\$0.095
August 24, 2018	200,000	David Mack (Director)	Director	\$0.115	August 24, 2021	\$0.115
August 24, 2018	200,000	Rick Easthom (Director)	Director	\$0.115	August 24, 2021	\$0.115
August 24, 2018	200,000	Alan Boyco (Director)	Director	\$0.115	August 24, 2021	\$0.115
September 28, 2018	500,000	Randy Minhas (CEO)	CEO	\$0.10	September 28, 2021	\$0.09
September 28, 2018	500,000	Brian Whitlock	Director	\$0.10	September 28, 2021	\$0.09

### 3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

Authorized share capital	Number of shares
Common Shares	Unlimited with no par value

(b) number and recorded value for shares issued and outstanding,

Number of shares issued and outstanding	Recorded value
152,908,108	\$25,315,866 (share capital per unaudited financial statements)

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

Securities	Number	Exercise price	Expiry date	Recorded value
Options	11,000,000	\$0.10 - \$1.03	February 23, 2019 – September 28, 2021	\$5,535,652 (per unaudited financial statements)

Warrants	37,684,183	\$0.10 - \$0.40	April 4, 2019 – August 17, 2020	\$1,364,161 (per unaudited financial statements)
Broker's warrants	70,747	\$0.20	April 17, 2020	\$122,212 (per unaudited financial statements)

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

Escrow	Nil
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**4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.**

Randy Minhas	Chief Executive Officer, Interim Chief Financial Officer, Director
Alan Boyco	Director
Brian Whitlock	Director, Chairman
Rick Easthom	Director

**SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS**

Provide Interim MD&A if required by applicable securities legislation.


## Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated January 29, 2019.

Randy Minhas  
Name of Director or Senior Officer

  
Signature

CEO  
Official Capacity

<b>Issuer Details</b>		For Quarter Ended	Date of Report
Name of Issuer		November 30, 2018	YY/MM/D 18/11/30
Affinor Growers Inc.			
Issuer Address			
Unit 200 – 8661 201 Street			
City/Province/Postal Code		Issuer Fax No.	Issuer Telephone No.
Vancouver, BC V2Y 0G9		N/A	604 546-7452
Contact Name		Contact Position	Contact Telephone No.
Randy Minhas		CEO	604 546-7452
Contact Email Address		Web Site Address	
<a href="mailto:contact@affinorgrowers.com">contact@affinorgrowers.com</a>		<a href="http://www.affinorgrowers.com">www.affinorgrowers.com</a>	