

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES¹⁾ **(or securities convertible or exchangeable into listed securities)**

Please complete the following:

Name of CNSX Issuer: Affinor Resources Inc. (the "Issuer").

Trading Symbol: AFI

Date: May 2, 2014

Is this an updating or amending Notice: ☐ Yes ☒ No

If yes provide date(s) of prior Notices: _____

Issued and Outstanding Securities of Issuer Prior to Issuance: 58,188,898

Date of News Release Announcing Private Placement: May 2, 2014

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.44

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: _____
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. _____
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: _____
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.
5. Description of securities to be issued:
 - (a) Class _____
 - (b) Number _____
 - (c) Price per security _____
 - (d) Voting rights _____
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number _____
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) _____

 - (c) Exercise price _____
 - (d) Expiry date _____
7. Provide the following information if debt securities are to be issued:
 - (a) Aggregate principal amount _____
 - (b) Maturity date _____
 - (c) Interest rate _____

- (d) Conversion terms _____
- (e) Default provisions _____
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____
- (b) Cash _____
- (c) Securities _____
- (d) Other _____
- (e) Expiry date of any options, warrants etc. _____
- (f) Exercise price of any options, warrants etc. _____
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship _____
- _____
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
- _____
11. State whether the private placement will result in a change of control.
- _____
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. _____
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer

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until the expiry of the applicable hold period required by Multilateral Instrument 45-102..

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: A license agreement to be entered into with Vertical Designs Ltd. ("VDL"), a Related Party to the Issuer, pursuant to which the Issuer would acquire an exclusive license (the "License") to the world's first automated technology growing non-GMO grade A1 market ready strawberries.
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: Pursuant to the terms of the License Affinor would pay \$250,000 and issue 1,000,000 common shares to VDL, in exchange VDL would run the development budgets, designs and deliver a turnkey production facility as well as secure purchasing agreement for all of the Issuer's production. VDL would also be entitled to 5% net royalty on the production.
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
 - (a) Total aggregate consideration in Canadian dollars: \$500,000.
 - (b) Cash : \$250,000
 - (c) Securities (including options, warrants etc.) and dollar value: 1,000,000 common shares.
 - (d) Other: 5% net royalty on the production
 - (e) Expiry date of options, warrants, etc. if any: _____
 - (f) Exercise price of options, warrants, etc. if any: _____
 - (g) Work commitments: _____
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
Negotiation between the Issuer and VDL.

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
<i>Vertical Designs Ltd.</i> (Nick Brusatore)	1,000,000 Common Shares	\$0.25	-	2.12 of NI 45-106	3,700,000 common shares and 2,200,000 common share purchase warrants	Related Person ⁽²⁾

(1) Indicate if Related Person

(2) Mr. Nick Brusatore, the control person of *Vertical Designs Ltd.*, owns 10,000,000 common shares and 1,000,000 options of the Issuer.

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: A complete due diligence will be completed prior to closing.
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____
- (b) Cash _____
- (c) Securities _____
- (d) Other _____

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- (e) Expiry date of any options, warrants etc. _____
- (f) Exercise price of any options, warrants etc. _____
9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. _____
10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. _____
- _____
- _____

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 Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 9 Notice of Private Placement is true.

Dated May 2, 2014

Sébastien Plouffe

Name of Director or Senior
Officer

(s) Sébastien Plouffe

Signature

President and CEO

Official Capacity