AFFINOR RESOURCES INC.

FORM 2A – LISTING STATEMENT

MAY 23, 2014

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GLOSSARY

Whenever used in this Listing Statement including the summary hereof, unless the context otherwise requires, the following terms shall have the indicated meanings and grammatical variations of such words and terms have corresponding meanings. Words importing the singular number, where the context requires, include the plural and vice versa and words importing any gender include all genders. In this Listing Statement, unless otherwise noted, all dollar amounts are expressed in Canadian dollars.

"Affiliate" means a company that is affiliated with another company as described below: A company is an Affiliate of another company if:

one of them is the subsidiary of the other, or

each of them is controlled by the same Person.

A company is "controlled" by a Person if:

- voting securities of the company are held, other than by way of security only, by or for the benefit of that Person, and

the voting securities, if voted, entitle the Person to elect a majority of the directors of the company.

A Person beneficially owns securities that are beneficially owned by:

- company controlled by that Person, or

an Affiliate of that Person or an Affiliate of any company controlled by that Person;

"**Affinor**" or the "**Corporation**"means Affinor Resources Inc., a corporation incorporated pursuant to the CBCA.

"**Affinor Meeting**" means the special meeting of the Affinor Shareholders, to be held on May 23, 2014 at 11:00 a.m. (EST) at the offices of Langlois Kronström Desjardins LLP.

"**Affinor Shareholder**" means a holder of Shares.

"**Affinor Shares**" means the common shares in the capital of Affinor.

"Associate" when used to indicate a relationship with a Person, means: (a) a company of which such Person beneficially owns or controls, directly or indirectly, voting securities entitling the Person to more than 10% of the voting rights attached to outstanding securities of the company; (b) any partner of the Person; (c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which a Person serves as trustee or in a similar capacity; or (d) in the case of a Person, which is an individual, a relative of that Person who resides in the same home as that Person or any Person who resides in the same home as that Person and to whom that Person is married or with whom that Person is living in a conjugal relationship outside marriage, or any relative of such a Person who has the same home.

"**BCBCA**" means the *Business Corporations Act* (Bristish Columbia), as from time to time amended, and including any regulations promulgated thereunder.

"**CBCA**" means the *Canada Business Corporations Act*, as from time to time amended, and including any regulations promulgated thereunder.

"**CSE**" or the "**Exchange**" means the Canadian Securities Exchange.

"CSE Issuer" mean an issuer which has its securities qualified for listing on the CSE or which has applied to have its securities qualified for listing on the CSE, as applicable.

"**D&G**" means 0957102 BC Ltd., a private corporation incorporated pursuant to the BCBCA.

"**D&G Acquisition Agreement**" means the share exchange agreement dated as of May 8, 2014 between Affinor and D&G, pursuant to which Affinor will acquire all of the common shares of D&G issued and outstanding in consideration for the issuance of a maximum of 5,200,000 Affinor Shares.

"**License**" means a license issued under section 25 of the MMPR to be recognized as a licensed producer and authorizing possession, sale, provision, shipment, delivering, transport, destruction, production, export and/or import of marihuana for medical purposes.

"**Listing Statement**" means this form 2A prepared in connection with Affinor's change of business pursuant to CSE Policy 8 – Fundamental Changes including all appendices hereto.

"**MMPR**" means the *Marihuana for Medical Purposes Regulations*, as from time to time amended.

"**MI 61-101**" means collectively Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* and, in the Province of Quebec, *Regulation 61-101 respecting Protection of Minority Security Holders in Special Transactions*, both as from time to time amended.

"**New Business**" means, among other things, developing, producing, marketing and distributing high demand crops including Medical Marihuana using state-of-the-art technology-based production models.

"Person" includes an individual, body corporate, partnership, syndicate or other form of unincorporated entity.

"**Related Entity**" means, in respect of a CSE Issuer:

(a) a person;

(i) that is an affiliated entity of the CSE Issuer,

(ii) of which the CSE Issuer is a control block holder;

(b) a management company or distribution company of a mutual fund that is a CSE Issuer; or

(c) a management company or other company that operates a trust or partnership that is a CSE Issuer.

"**Related Party Transactions**" means a related party transaction with Affinor as defined in MI 61-101.

"**Related Person**" means, in respect of a CSE Issuer:

(a) a Related Entity of the CSE Issuer;

(b) a partner, director or officer of the CSE Issuer or Related Entity;

(c) a promoter of or person who performs Investor Relations Activities for the CNSX Issuer or Related Entity;

(d) any person that beneficially owns, either directly or indirectly, or exercises voting control or direction over at least 10% of the total voting rights attached to all voting securities of the CNSX Issuer or Related Entity; and

(e) such other person as may be designated from time to time by CNSX.

"**VDL**" means Vertical Designs Ltd.., a private corporation incorporated pursuant to the BCBCA, which is a Related Person to Affinor since it's controlled by Mr. Nick Brusatore, an insider of Affinor.

NOTICE TO READER

This Listing Statement is furnished as supplemental information to Affinor's information circular prepared in connection with the change of business of Affinor to be approved at the special meeting of the Affinor Shareholders to be held on May 23, 2014, at the times and places and for the purposes set out in Affinor's notice of meeting filed on SEDAR and at any adjournments thereof.

No person is authorized to give any information or to make any representation not contained in this Listing Statement and, if given or made, such information or representation should not be relied upon as having been authorized. This Listing Statement does not constitute an offer to sell, or a solicitation of an offer to purchase, any securities, by any person in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such an offer or solicitation.

Unless otherwise noted, all information in this Listing Statement is provided as of May 23, 2014.

NEITHER THE CANADIAN NATIONAL STOCK EXCHANGE NOR ANY SECURITIES REGULATORY AUTHORITY HAS IN ANY WAY PASSED UPON THE MERITS OF THE REVERSE TAKE-OVER DESCRIBED IN THIS INFORMATION CIRCULAR.

SPECIAL NOTE REGARDING FORWARD LOOKING INFORMATION

This Listing Statement contains certain forward looking information. Words such as "may", "would", "could", "will", "expects", "anticipates", "believes", variations of such words and similar expressions are intended to identify such forward looking information. Specifically, and without limiting the generality of the foregoing, all information included in this Listing Statement that addresses activities, events or developments that Affinor expects or anticipates will or may occur in the future, including, but not limited to, such things as future capital (including the amount and nature thereof), projects under development, goals, objectives, plans and references to the future success of such entities is forward looking information, including, without limitation, such information contained in this Listing Statement. Actual results could differ materially from those expressed or implied by such forward looking information as a result of certain factors, including those described in the Schedules under headings "4. Narrative Description of the Business" and "17. Risk Factors" in this Listing Statement.

Readers are cautioned not to place undue reliance on forward looking information contained in this Listing Statement, which reflects the analysis of the management of Affinor, as appropriate, only as of the date of this Listing Statement. There can be no assurance that the actual results or developments anticipated by Affinor will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, Affinor or any of their business or operations. Affinor does not intend, and does not assume any obligation, to update such forward looking information.

MARKET AND INDUSTRY DATA

This Listing Statement includes market and industry data that has been obtained from third party sources, including industry publications, as well as industry data prepared by Affinor management on the basis of its knowledge of and experience in its industry (including management's estimates and assumptions relating to the industry based on that knowledge). The knowledge of management of Affinor of the industry has been developed through their experience and participation in such industry. Although management of Affinor believes this information to be reliable, neither Affinor nor its management have independently verified any of the data from third party sources referred to in this Listing Statement or ascertained the underlying economic assumptions relied upon by such sources. References in this Listing

Statement to any publications, reports, surveys or articles prepared by third parties should not be construed as depicting the complete findings of the entire publication, report, survey or article. The information in any such publication, report, survey or article is not incorporated by reference in this Listing Statement.

2. CORPORATE STRUCTURE

The full corporate name of Affinor is "Affinor Resources Inc. / Resources Affinor inc." The registered and head office of the Corporation is located at 410 St-Nicolas Street, Suite 236, Montreal, Quebec, H2Y 2P5.

On August 27, 1996, Affinor was incorporated by articles of incorporation under the CBCA under the name "Provenor Inc.". The articles of the Corporation were amended by: (a) Certificate of Amendment dated November 20, 1996 to remove restriction on securities transfer, (b) Certificate of Amendment dated October 28, 2003 to consolidate the authorized share capital of the Corporation on the basis of one new share for every four common shares then issued and outstanding and change its name to "Pro-veinor Resources Inc. / Ressources Pro-veinor inc."; (c) Certificate of Amendment dated March 6, 2006 to consolidate the authorized share capital of the Corporation on the basis of one new share for every six common shares then issued and outstanding and change its name to "Affinor Resources Inc. / Ressources Affinor inc.", and, if the (d) Certificate of Amendment dated October 28, 2013 to consolidate the authorized share capital of the Corporation on the basis of one new share for every 20 common shares then issued and outstanding.

Affinor currently has no subsidiary, however, following the closing of the proposed acquisition of D&G pursuant to the D&G Acquisition Agreement, D&G will become a 100% held subsidiary of the Corporation.

3. GENERAL DESCRIPTION OF THE BUSINESS

Since inception, Affinor had been engaged in the business of mineral exploration and Affinor's business has been to examine opportunities for the acquisition of mining properties. However, in 2003 given the situation in the junior mining industry, Affinor decided to broaden its search for sustainable resource extraction and started reviewing assets and companies which were involved in unrelated sectors. The search in different resource sections led Affinor to its decision, to diversify into the agriculture, medical marihuana and hemp industries, announced on March 25, 2014. Affinor still holds interests in mineral properties in the Province of Quebec but in the light of its focus on the new business it is likely that Affinor will divest its mineral interests to another party interested in the field.

On April 9, 2014, given the quick developments following the announce of its proposed change of business, Affinor undertook the process to seek Affinor's shareholders' approval about the change of business, which is expected to be obtained at Affinor's special meeting on May 23rd. The special meeting will change the primary focus of Affinor's business from resources exploration to agriculture, medical marihuana and industrial hemp industries. In connection with the change of the primary focus of its business, Affinor will also change its name to Affinor Growers Inc. / Les Producteurs Affinor inc.", subject to Affinor Shareholders approval at the Affinor Meeting.

On April 14, 2014, following the appointment of Ms. Tegan Adam as COO, Mr. Greg Densison as CFO and Dr. Sazzad Hossain and Dr. Hyder A. Khoja to its Advisory Board, Affinor entered into a consulting service agreement, pursuant to which it retained the service of Mr. Nick Brusatore, a Related Person, to (i) develop the business model and financial plan required for the full scale, mass production of marihuana for medical purposes, (ii) act as spokesperson for Affinor and (iii) assist Affinor in its effort to obtain a Licence, in consideration of the issuance of 10,000,000 Affinor Shares upon execution of the agreement and an additional 5,000,000 Affinor Shares when Affinor secures a Licence.

On May 2, 2014, Affinor agreed upon the terms of a license agreement to be entered into with VDL, a Related Person, pursuant to which the Issuer will acquire, an exclusive license to the world's first automated technology growing non-GMO grade A1 market ready strawberries. In consideration of a $250,000 cash payment and the issuance of 1,000,000 Affinor Shares to VDL, Affinor will receive a license agreement to VDL. In exchange VDL would run the development budgets, designs and deliver a turn-key production facility for profitable growth to Affinor 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 from the developed production facility.

On May 8, 2014, Affinor entered into the D&G Acquisition Agreement with D&G, a private company specialized in the hemp industry that is currently at an advanced stage of its License application process with Health Canada, and the shareholders of D&G. Upon closing of the transaction pursuant to the terms of the D&G Acquisition Agreement, Affinor will issue 2,765,000 Affinor Shares, of which 2,500,000 will be issued to Mr. Nick Brusatore, a Related Party, and an additional 2,435,000 Affinor Shares would be issued upon D&G obtaining a Licence.

All Related Party Transactions completed and contemplated hereinabove are exempt from Affinor Shareholders approval and formal valuation requirement pursuant to exemptions of MI 61-101.

The Corporation expects to finalize the definitive license agreement with VDL and close the acquisition of D&G in May 2014.

4. NARRATIVE DESCRIPTION OF THE BUSINESS

In the forthcoming 12-month period, Affinor intends to become a leader in developing, producing, marketing and distributing high demand crops, including strawberries and medical marihuana, using state-of-the-art technology-based production models.

Affinor as a Corporation is currently working to become a producer of two main crops:

- Medical marihuana under the MMPR, either through the acquisition of an existing Health Canada approved Licence or an application to Health Canada, with a focus on value-added product when setting up the production facility; and

- Organic GMO-free strawberries in for supply with retail grocery outlets and possibly neutraceuticals.

As announced in Affinor's press release dated May 2, 2014, in order to secure cash flow and develop expertise during the licensing process, Affinor is negotiating a final licence agreement with VDL, a Related Party focussed on vertical farming technology (for use indoors or in greenhouses). The license with VDL is intended to place Affinor in a position to concurrently set up a production facility using the world's first automated technology for growing non-GMO grade A1 market ready strawberries. Affinor's strawberries will be grown purely from water and organic soil input into a new automated software driven growing system. Mechanical pollination and zero water waste will provide Affinor with the ability to grow crops indoor year-round regardless of seasonality and availability of pollinator populations.

Milestone

Milestone 1: Acquisition of a Licence, granting eligibility to grow and sell medical marihuana under the MMPR:

- Affinor anticipates eligibility as a licensed producer under the MMPR before the end of the current fiscal year, assuming closing of the D&G Acquisition Agreement, which Affinor estimates will cost an aggregated $1,855,000, $1,755,000 of which will be settled through the issuance of Affinor Shares and the additional $100,00 representing the estimated cash requirement for compliance with MMPR; and

- Assuming acquisition of a Licence within the intended timeline, Affinor as a corporation expects to grow medical marihuana by January 1st 2015, with product sales and revenue anticipated for the second quarter of 2015.

Milestone 2: Construction of a facility to grow organic non-GMO grade A1 market ready strawberries:

- Acquisition of farmland in Saskatchewan or Manitoba at an estimated cost of $300,000, anticipated for Summer 2014; and

- Setting up of strawberry grow facility on farmland acquired, costing around $1,300,000, anticipated timeline of three months after farmland is secured.

Available Funds and Principal Purposes

As of the date hereof, the Corporation have estimated funds of approximately $2,015,000. Affinor expects that the principal purpose of such funds will be used for the development of the New Business and its working capital. Specifically, the Corporation intends to use the funds available for the following purposes (the following estimates based on 12 month breakdown):

Development of New Business	**Amount**
Total Available Funds:	**$2,015,000**
Anticipated Use of Funds	
Development of New Business:	
License acquisition, including capital and test phase costs for compliance with MMPR specifications:	($100,000)[(1)]
Construction of facility to grow organic non-GMO strawberries	
Estimated farmland cost:	$300,000
Build-out of greenhouse, including wholesale distributors and non-GMO certification :	$500,000
Equipments costs:	$800,000
	($1,600,000)
General and Administration Costs for forthcoming 12-month period	
Legal/audit	$100,000
Administration	$100,000
	($200,000)
Total Anticipated Use of Funds	**($1,900,000)**

Development of New Business	Amount
Total Unallocated Funds	**$115,000**

Notes:
(1) Excluding the 5,200,000 Affinor Shares at a deemed price of $0.3375 per share ($1,755,000) to be issued pursuant to the DG Acquisition Agreement.

It is currently anticipated that Affinor as a Corporation's unallocated working capital will be used for such purposes determined by management from time to time.

The Coproration intends to spend the funds available to it for the principal purposes indicated above. Notwithstanding the foregoing, there may also be circumstances where, for sound business reasons, a reallocation of funds may be necessary for the Corporation to achieve its objectives, especially if rights similar to a Licence are available in a foreign jurisdiction. Affinor may require additional funds in order to fulfill all of its expenditure requirements to meet its New Business objectives, in which case the Corporation expects to either issue additional securities or incur indebtedness. There can be no assurance that additional funding required by Affinor will be available if required. However, it is anticipated that the available funds will be sufficient to satisfy Affinor's objectives over the next 12 months.

Principal products

Medical Marihuana

The Corporation does not yet have any market ready products available as it is currently working on acquiring a License.

Organic GMO-Free Strawberries

Affinor is currently working on finalizing the license agreement with VDL and identifying farmland in Saskatchewan to produce strawberries. Therefore, Affinor does not have any market ready products available to the public as of yet.

Stage of development of the principal products

Affinor's main interest is in applications of growth technology equipment. It is anticipated that the research and development phases of Affinor will be supported by the technology equipment of VDL and D&G, as well as other potential partners Affinor anticipates working with. Affinor plans to have a small test phase as part of an early-phases ramp-up process to ensure quality assurance and control measures are met within protocol and needs of Health Canada for medical marihuana, as soon as a License as been secured, and our wholesale distributors and non-GMO certification listing for strawberries.

Affinor is not a research and development company and the New Business focus will be on using pre-tested growth technology managed in collaboration with partners to develop and grow optimal production of both medical marihuana and strawberries for sale at the whole-sale distribution level. Accordingly, the Corporation does not anticipate significant research and development costs in addition to those listed.

The development of Affinor's New Business requires specialized agriculture development skills, knowledge of the marihuana regulatory environment and knowledge of distribution. The required skills and knowledge are available to Affinor through expertise and experience held by its directors, officers,

advisory board members, as more particularly described herein, and consultants and partners retained by the Corporation.

Once the production facilities have been set up and the equipment, which is readily available in British Columbia, Saskatchewan and Manitoba, acquired, the nature of Affinor New Business will not depend substantially on the availability of materials, other than water, organic soil and seeds.

Being mainly an indoor producer, Affinor's new business will be neither cyclical nor seasonal.

Other than a License and the license of VDL technology, intangible properties such as brand names, circulation lists, copyrights, franchises, licences, patents, software, subscription lists and trademarks have a limited impact at the Corporation development stage. However, "Affinor Growers" brand name will be important and articulate who the Corporation is and its does. The Corporation will also secure copyright and develop branded products, as soon as practicable, to further enable the market to understand the quality and integrity Affinor Growers brings to the marketplace.

As at the most recent financial year end, Affinor had no employees (but rather is supported by consultants) and all operations are currently in Canada.

At this time no aspect of Affinor New Business is expected to change as a result of renegotiations of contracts or sub contracts. Other than as described hereinabove, Affinor has no contracts in place on which the business is substantially dependent.

Competitive conditions

In each element of Affinor New Business there are numerous competitors, some of which may have better management, products or financing.

5. SELECTED CONSOLIDATED FINANCIAL INFORMATION

The consolidated financial statements of Affinor are prepared in accordance with IFRS. The following table sets out selected financial data of the Corporation derived from its audited financial statements for the periods ended May 30, 2013, 2012 and 2011. This summary of financial data should be read together with "6. Management's Discussion and Analysis" and the financial statements of Affinor and notes thereto available on SEDAR.

	As at May 31, 2013 and for the year then ended (audited) ($)	**As at May 31, 2012 and for the year then ended (audited) ($)**	**As at May 31, 2011 and for the year then ended audited) ($)**
Revenue			
Other Revenues	1,626	-	-
Expenses			
Operating activities	174 671	56,114	55,136
Interest on convertible debt	94,616	57,972	-

	As at May 31, 2013 and for the year then ended (audited) ($)	As at May 31, 2012 and for the year then ended (audited) ($)	As at May 31, 2011 and for the year then ended audited) ($)
Gain on settlement of debt	33,784	-	(16,774)
Future taxes	-	-	(54,886)
Net profit / net (loss)	**(233,877)**	**(114,086)**	**(16,524)**
Net profit / net (loss) per basic and diluted share	0,015	0,00	0,00
Total Assets	142,829	28,538	7,799
Total long term financial Liabilities	-	149,687	91,714

	As at May 31, 2013 and for the three month period then ended ($)	As at February 28, 2013 and for the three month period then ended ($)	As at October 2012 and for the three month period then ended ($)	As at August 31 2012 and for the three month period then ended ($)
Revenue	1,626	0	0	0
Net profit / net (loss)	(37,235)	(52,605)	(88,410)	(55,627)
Net profit / net (loss) per basic and diluted share	(0.015)	0.00	0.00	0.00

	As at May 31, 2012 and for the three month period then ended ($)	As at February 28, 2012 and for the three month period then ended ($)	As at October 2011 and for the three month period then ended ($)	As at August 31 2011 and for the three month period then ended ($)
Revenue	0	0	0	0
Net profit / net (loss)	(81,020)	(52,605)	(88,410)	(55,627)
Net profit / net (loss) per basic and diluted share	(0.015)	0.00	0.00	0.00

6. MANAGEMENT'S DISCUSSION AND ANALYSIS

The full text of Affinor's management's discussion and analysis for the periods ended May 31, 2013, 2012 and 2011 are available on Sedar.

7. MARKET FOR SECURITIES

The Affinor Shares are currently listed for trading on the CSE under symbol "AFI", on the Frankfurt Exchange under the symbol 1AF with a WKN of A1W7FZ and on the US OTC Pink under the symbol RSSFF.

8. CONSOLIDATED CAPITALIZATION

The following table sets forth the capitalization of Affinor as of May 31, 2013, based on the Corporation's audited financial statements and as of May 23, 2014 based on estimates made by management.

Security	**Amount Authorized**	**Outstanding as of May 31, 2013**	**Outstanding as of May 23, 2014**
Affinor Shares	Unlimited	19,655,609	58,188,898
Affinor Warrants[(2)]	-	-	10,137,636
Affinor Broker Warrants[(3)]	-	-	270,390

Notes:

(1) Excluding the 5,200,000 Affinor Shares at a deemed price of $0.3375 per share ($1,755,000) to be issued pursuant to the DG Acquisition Agreement and the 1,000,000 Shares at a deemed price of $0.25 per share ($250,000) to be issued pursuant to the license agreement with VDL.

(2) Each Affinor Warrant entitling the holder to acquire one (1) additional Affinor Share at a price of $0.40 per share until the date which is 24 month from its date of issuance, subject to an early exercise provision if the Affinor Share trade above $0.75 on the CSE for 20 consecutive trading days.

(3) Each Affinor Broker Warrant entitling entitling the holder to acquire one (1) additional Affinor Share at a price of $0.40 per share until the date which is 24 month from its date of issuance, subject to an early exercise provision if the Affinor Share trade above $0.75 on the CSE for 20 consecutive trading days.

9. OPTIONS TO PURCHASE SECURITIES

The following table sets out the information on the outstanding options of the Corporation as of May 23, 2014:

Holders	**Number of Affinor Options**
Officers and past officers (4 holders)	1,700,000
Director and past directors (4 holders)	1,600,000
Employees	0
Consultants (6 holders)	1,120,000
Other persons	0
Total Number of Affinor Options	**4,420,000**

10. DESCRIPTION OF SECURITIES

The authorized capital of the Corporation consists of an unlimited number of Affinor Shares with no par value. The holders of Affinor Shares are entitled to receive notice of and attend all meetings of the Affinor Shareholders and are be entitled to one vote in respect of each Affinor Share held at such meetings. Upon any liquidation, dissolution or winding-up of Affinor, the holders of Affinor Shares are be entitled to share rateably in the remaining assets of the Corporation.

The following table contains details of the prior sales of securities by Affinor for the twelve month period preceding the date hereof:

Date Issued	Number and type of Affinor Securities	Issue Price per Share	Aggregate Issue Price	Consideration
2013-06-13	985,000	$0.015	$14,775	Mining asset acquisition
2013-06-26	6,433,333	$0.015	$96,500	Cash
2013-07-31	6,213,320	$0.05	$310,666	Debt settlement
2013-07-31	2,150,000	$0.015	$32,250	Cash
2014-03-28	600,000	$0.10	$60,000	Cash
2014-04-01	200,000	$0.10	$20,000	Cash
2014-04-04	614,000	$0.25	$153,500	Debt settlement
2014-04-04	635,000 Units[(1)]	$0.25	$158,750	Cash
2014-04-07	60,000 Units	$0.25	$15,000	Cash
2014-04-07	855,900 Units	$0.25	$213,975	Cash
2014-04-07	2,479,736 Units	$0.25	$619,934	Cash
2014-04-11	1,080,000 Units	$0.25	$270,000	Cash
2014-04-11	200,000 Units	$0.10	$20,000	Cash
2014-04-14	564,000 Units	$0.25	$141,000	Cash
2014-04-16	218,000 Units	$0.25	$54,500	Cash
2014-04-16	11,000,000	$0.25	$2,750,000	Consulting services
2014-04-22	360,000 Units	$0.25	$90,000	Cash
2014-04-23	3,800,000 Units	$0.25	$950,000	Cash
2014-04-23	85,000 Units	$0.25	$21,250	Cash

Notes:

(1) Each unit being comprise of one Affinor Share and one Affinor Share purchase warrant entitling the holder to acquire one (1) additional Affinor Share at a price of $0.40 per share until the date which is 24 month from its date of issuance, subject to an early exercise provision if the Affinor Share trade above $0.75 on the CSE for 20 consecutive trading days.

The following table sets forth the high and low closing prices and volumes of the trading of the Affinor Shares on the CSE for the periods indicated:

Period[(1)]	Low ($)	High ($)	Volume
April 2014	0,326	0,389	35 947 553
March 2014	0,092	0,137	30 326 139
February 2014	0,016	0,017	673 005
January 2014	0,025	0,025	938 125
December 2013	0,017	0,021	492 831
November 2013	0,019	0,025	541 526
October 2013	0,026	0.029	1 077 000
September 2013	0,037	0,042	2 238 957
August 2013	0,025	0.028	408 471
July 2013	0,012	0,012	2 082
June 2013	0,013	0,013	541 750
May 2013	0,016	0,016	181 133

Note:

(1) The Affinor Shares were halted from trading on the CSE on May 9, 2014 pending review od disclosure information. As of the date hereof, the trading of the Affinor Shares on the CSE remains halted.

11. ECROWED SECURITIES

No securities of the Corporation are currently subject to escrow.

12. PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and executive officers of the Corporation, the only persons or companies who beneficially own, directly or indirectly, or exercise control or direction over, voting securities carrying more than 10% of the voting rights attached to the voting securities of the Corporation are:

Shareholder Name[(1)]	Designation of Share	Number of Common Shares	Percentage of Class Held
Nick Brusatore[(2)]	Common	13,700,000[(3)]	23.54%

Notes:

(1) The information as to the number of common shares beneficially owned or over which control is exercised, has been provided by each shareholder individually, as of April 24, 2014.

(2) Of these shares, 3,700,000 are held indirectly by VDL, which Mr. Nick Brusatore controls.

(3) Excluding the 2,500,000 Affinor Share which Mr. Brusatore will receive pursuant to the D&G Acquisition Agreement and the 1,000,000 Affinor Shares issuable to VDL pursuant to the definitive license agreement to be entered into.

13. DIRECTORS AND OFFICERS

Summary Information on Directors and Officers

The following are the names, age and municipalities of residence of those individuals who are serving as directors and officers of Affinor, their positions and offices with Affinor, their principal occupations during the last five years, the number of Affinor Shares that each holds and the percentage of the class that such holdings represent. The information concerning each director is as furnished by such director.

Name & Municipality of Residence	Position with Resulting Issuer	Present Occupation	Number of Amalco Shares Beneficially Held[(1)]	Percentage of Amalco Shares Beneficially Held
Sébastien Plouffe, 42 Montreal, Quebec	President and Chief Executive Officer and Director	President and Chief Executive Officer of Affinor	3,272,000[(2)]	5.62%
Nick Brusatore, 48 [(1)] Port Coquitlam, BC	Chairman	President of Vertical Designs Ltd.	13,700,000[(3)]	23.54%
Greg Dennison, 59 Langley, BC	Chief Financial Officer	Chief Financial Officer, Affinor.	240,000	0.41%
Tegan Adams, 29 Vancouver, BC	Chief Operating Officer	Chief Operational Officer, Affinor	Nil	Nil %
Martin Nicoletti, 51 [(1)] Montreal, Quebec	Director	President of SKTM Financial Corporation Ltd.	940,058	1.62%
Dr. Alan R. Boyco, 50[(1)] Port Moddy, BC	Director	Dr. of optometry to Vancouver Canucks sports team and Image Optical Optometry	Nil	Nil %
Total			**18 152 058**	**31.20 %**

Notes:

(1) Member of the audit committee.
(2) Of which 650,000 are indirectly held through Sediamek Inc., a company controlled by Mr. Plouffe.
(3) Of which 3,700,000 are indirectly held through Vertical Design Ltd., a company controlled by Mr. Brusatore.
(4) Of which 940,058 are indirectly held through SKTM Financial Corporation Ltd.

Biographical Information

Biographical information for the Affinor directors and officers is summarized below:

Sébastien Plouffe, President and CEO, Director

Sebastien Plouffe, President, CEO & Director: Mr. Plouffe graduated in 1994 with a bachelor's degree in Business Administration (B.A.A.) from the Ecole des Hautes Etudes Commerciales (Montreal University). Former successful VP Senior Investment Advisor from 1995 to 2003 with such as the Canadian brokerage firm BMO Nesbitt Burns and Canaccord Wealth Management, for which he achieved the Chairman's Club level for his performance. Since then he co-founded and financed various private and public companies in different sectors and get specialized internationally. He's fluent in French, English and Spanish. Former President and CEO of Chevalier Resources, a company with copper projects

in Republic Democratic of Congo. Former Director, VP and Chairman of the audit committee of X-Terra Resources. Mr. Plouffe dedicates all his time to the success of Affinor. Through the years he as built and developed a huge recognition on management skills in different sectors and areas, which shall be key and helpful for the success of Affinor.

Mr. Plouffe is working full time for Affinor.

Nick Brusatore, Chairman

Mr. Nick Brusatore, Chairman and Director: Mr. Brusatore is an authority in growing technologies, and was a keynote speaker at the International Conference on Marijuana in New York and head moderator at a similar event in San Francisco. He often sits on discussion panels as an expert in this industry. Mr. Brusatore is the original designer of Terrasphere Systems, which started in 2001, and he is currently the major shareholder and designer of Vertical Designs Ltd., started in 2010. Mr. Brusatore brings over 14 years of experience in agri designs and plant physiology, and expertise in the manipulation of metabolic pathways to achieve organic chemistry. Mr. Brusatore recently worked in the biotech sector, growing transgenic tobacco for a large pharmaceutical giant, as well as transgenic safflower to create insulin for medical use.

Mr. Brusatore will be spending approximately 70% of his time devoted to Affinor.

Greg Dennison, CFO

Greg Dennison, CFO: Mr. Dennison has over thirty years of experience in the residential and commercial construction industry, successfully operating both small businesses and large corporations. This experience has produced a variety of skills. He has proven leadership abilities and strength as a business administrator, with a great capacity to solve problems. Mr. Dennison has the ability to set tasks and work effectively with a variety of people; persevering to accomplish goals often beyond expectations. He is known to have integrity in all his business dealings and personal relationships. He regularly attends a local church and has been overseas on many short term mission trips to help third world communities. He currently resides in Langley BC with his wife Patti and two of their six children.

Mr. Dennison is working full time for Affinor.

Tegan Adams, Chief Operating Officer

Tegan Adams, COO: Miss Adams has over 10 years of experience in providing strategic leadership and business insights through operational management and controls. Miss Adams graduated through the University of British Columbia with a BSc in Global Resource Systems and MSc in Integrated Studies, focusing on resource economics and management policy in Canada's agri-food system. She has contributed both to federally financed national strategies in developing countries and reports on energy accounting, policy design and supply chain management for Canada's production and trade of agri-products across the Globe. She has successfully consulted in active operations for various resource development projects in Canada, India, Haiti and the Caribbean with corporate and academic research efforts pinpointing regenerative design and climate smart cropping practices.

Ms. Adams is working full time for Affinor.

Martin Nicoletti, Director

Martin Nicoletti, CPA CGA: Mr. Martin Nicoletti is a certified public accountant with 25 years of experience. He graduated from the Quebec University in Trois-Rivières in 1987 with a bachelor's degree in business administration option accounting. In 1989, he joined PriceWaterhouseCoopers where he spent the next 4 years as an auditor. In 1993, he completed with success is Certified General Accountant exams. He spent the following next 11 years with companies in the children's wear, electronic, pharmaceutical and metal recycling industries as a controller or chief accountant. Since 2004, he has been involved with public junior mining companies carrying exploration activities worldwide, with responsibilities in financial controls, financial reporting, corporate governance and corporate secretary. Since 2006, he is the president of SKTM Financial Corporation Ltd. He currently serves as the chief financial officer for several public companies in the mining industry.

Dr. Alan R. Boyco, Director

Dr. Alan Boyco, Director: Dr. Boyco, BSc, OD is a licensed optometrist with expertise focused on sports eye care and anterior segment/glaucoma. He received his bachelor of science (biology and psychology) from the University of Alberta, and then went on to graduate from the Pacific University School of Optometry. He maintains multiple practices throughout the Lower Mainland of British Columbia. Dr. Boyco enjoys the position of official team optometrist and eye care provider to the various local Vancouver professional sports franchises, covering the gamut from hockey to soccer. He is a member of the National Hockey League Team Physicians Society. His expertise has given him the opportunity to appear on morning television in a segment called "Eyes on Vancouver."

Non-Compliance or Non-Disclosure Agreements

None of the directors or officers of Affinor have entered into any non-compliance or non-disclosure agreements with Affinor, nor do any of the directors or officers of Affinor propose to do so with Affinor.

Corporate Cease Trade Orders or Bankruptcies

To the best of Affinor's knowledge, no director or executive officer of Affinor is at the date hereof, or within the ten years prior to the date hereof has been, a director or officer of any company (including Affinor) that, while that person was acting in that capacity:

- was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect, for a period of more than 30 consecutive days; or

was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

To the best of Affinor's knowledge, no director or officer of Affinor is at the date hereof, or within the ten years prior to the date hereof has been, a director or officer of any company (including Affinor) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Individual Bankruptcies

No director, officer, promoter or principal shareholder of Affinor is or has, within ten years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

Penalties or Sanctions

No director or officer of Affinor has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by any securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable investor making a decision about the Amalgamation.

Conflicts of Interest

Certain directors and officers of Affinor currently, or may in the future, act as directors or officers of other companies and, consequently, it is possible that a conflict may arise between their duties as a director or officer of Affinor and their duties as a director or officer of any other such company. There is no guarantee that while performing their duties for Affinor, the directors or officers of Affinor will not be in situations that could give rise to conflicts of interest. There is no guarantee that these conflicts will be resolved in favour of Affinor. The directors and officers of Affinor are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosure by directors and officers of conflicts of interest and the fact that Affinor will rely upon such laws in respect of any director's or officer's conflicts of interest or in respect of any breaches of duty by any of its directors or officers. All such conflicts must be disclosed by such directors or officers in accordance with the CBCA, and they will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

14. CAPITALIZATION

In addition to the information set out in the capitalization table above at "8. Consolidated Capitalization", the following table sets out the fully diluted share capital of Affinor following completion of all of the transactions contemplated herein.

	Number of Affinor Shares	**Percentage of Fully Diluted Affinor Shares After Giving Effect to all the transactions**
Affinor Shares issued and outstanding	58,188,898	73.46%
Securities Reserved for Future Issue:		
Affinor Shares issuable pursuant to the D&G Acquisition Agreement	5,200,000	6.56%
Affinor Shares issuable to VDL pursuant to the definitive license agreement	1,000,000	1.26%
Reserved for issuance pursuant to the Affinor Warrants	10,137,636	12.80%
Affinor Broker Options	270,390	0.34%

	Number of Affinor Shares	Percentage of Fully Diluted Affinor Shares After Giving Effect to all the transactions
Affinor Options granted	4,420,000	5.58%
Total Number of Amalco Shares (fully diluted)	**79,216,924**	**100%**

The following table sets out the number and size of holding of Affinor Shares publicly held by registered Affinor Shareholders as of April 21, 2014:

Size of Holding	Number of holders	Total number of Affinor Shares[(1)]
1 – 99 securities	27	1,609
100 – 499 securities	77	19,898
500 – 999 securities	25	18,286
1,000 – 1,999 securities	47	66,337
2,000 – 2,999 securities	29	71,632
3,000 – 3,999 securities	19	70,347
4,000 – 4,999 securities	19	89,240
5,000 or more securities	294	16,427,188
Unable to confirm		37,179,361

Notes:

(1) Total common shares outstanding 53,943,898, as at April 21 2014 (record date).

15. EXECUTIVE COMPENSATION

No material changes to Affinor's practices are currently expected.

The following table sets forth detailed information on the compensation of the President and Chief Executive Officer, the Chief Financial Officer and each of Affinor's other most highly compensated executive officers (collectively, the **"Named Executive Officers"** or **"NEOs"**) as prescribed by National Instrument 51-102 *Continuous Disclosure Obligations* (**"NI 51-102"**), for services rendered in all capacities during the financial year ended May 31, 2013 and prior year:

Name and Principal Position	Year	Salary ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)		Pension value ($)	All Other Compen-sation ($)	Total Compen-sation ($)
					Annual incentive plans	Long-term incentive plans			
Claude Veillette[(1)] President & Chief Executive Officer	2013 2012	66,000 n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a
Sébastien Plouffe[(2)] President & Chief Executive Officer	2013 2012	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a

Name and Principal Position	Year	Salary ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)		Pension value ($)	All Other Compen-sation ($)	Total Compen-sation ($)
					Annual incentive plans	Long-term incentive plans			
Martin Nicoletti[(3)] Chief Financial Officer	2013 2012	36,152 23,520	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a	n/a n/a	36,152 23,520

Notes:

(1) Mr. Claude Veillette was appointed as the president and Chief Executive Officer on December 1st 2010. Mr. Veillette resigned on June 17, 2013 as an officer and on January 17, 2014 as a director.

(2) Mr. Sébastien Plouffe was appointed as the president and Chief Executive Officer on June 17, 2013.

(3) Mr. Martin Nicoletti was appointed as the Chief Financial Officer on December 1st 2010.

No material changes to Affinor's practices are currently expected following the nominations of Mr. Greg Dennisson as CFO, in replacement of Mr. Nicolletti, Ms. Tegan Adams, as newly appointed COO, and Mr. Nick Brusatore as Chairman.

16. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director or officer, member of management, nominee for elections as director of the Affinor, nor any of their Associates or Affiliates, is indebted to the Corporation as of the date hereof.

17. RISK FACTORS

The Affinor Shares should be considered highly speculative due to the nature of Affinor's business and the present stage of its development. In evaluating Affinor and the New Affinor Business, investors should carefully consider, in addition to the other information contained in the Listing Statement, the following risk factors. These risk factors are not a definitive list of all risk factors associated with an investment in Affinor or in connection with Affinor's operations.

The Market Price of the Shares May Be Subject to Wide Price Fluctuation

The market price of the Affinor Shares may be subject to wide fluctuations in response to many factors, including variations in the operating results of Affinor, divergence in financial results from expectations, changes in earnings estimates by stock market analysts, changes in the business prospects for Affinor and its subsidiaries, general economic conditions, changes in material sources, legislative changes, and other events and factors outside of Affinor's control. In addition, stock markets have, from time to time, experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for the Affinor Shares.

Capitalization and Commercial Viability

Affinor may not have sufficient funds to carry out the completion of all proposed activities, and may have to obtain other financing or raise additional funds. Affinor has limited financial resources, and there is no assurance that additional funding will be available to Affinor to carry out the completion of all proposed activities. Although Affinor has been successful in the past in obtaining financing through the sale of securities, there can be no assurance that Affinor will be able to obtain adequate financing in the future or

that the terms of such financing will be favorable. Failure to obtain such additional financing could result in the delay or indefinite postponement of its business plan.

Limited Operating History

Affinor has a very limited history of operations in the New Affinor Business and must be considered a start-up. As such, Affinor is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues.

Return on Investment

There is no assurance that Affinor will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

Dilution

Issuance of additional securities pursuant to future financing will result in dilution of the equity interests of persons who become shareholders of Affinor.

Tax Issues

Income tax consequences in relation to the Affinor Shares will vary according to circumstances of each investor. Prospective investors should seek independent advice from their own tax and legal advisers prior to subscribing.

Dividends

Affinor has not declared any dividends on the Affinor Shares since incorporation and does not anticipate paying any dividends on the Affinor Shares in the foreseeable future. Payment of any future dividends will be at the discretion of Affinor board of directors.

Issuance of Debt

From time to time, Affinor may enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed partially or wholly with debt, which may increase Affinor's debt levels above industry standards. Neither Affinor's articles nor its by-laws limit the amount of indebtedness that they may incur. The level of Affinor's indebtedness from time to time could impair their ability to obtain additional financing in the future on a timely basis to take advantage of business opportunities that may arise.

Development Stage Business

Affinor has only a limited history upon which an evaluation of its prospects and future performance can be made. Affinor has a limited operating history, has never operated at a profit and there can be no assurance of its ability to operate at a profit. Affinor's proposed operations are subject to all business risks associated with new enterprises. The likelihood of Affinor's success must be considered in light of the problems, expenses, difficulties, complications, and delays frequently encountered in connection with the expansion of a business, operation in a competitive industry, and the performance of its customers. There

is a possibility that Affinor could continue to sustain losses in the future. If Affinor is unable to generate revenues or profits, investors might not be able to realize returns on their investment or keep from losing their investment.

Inadequacy of Funds

Affinor has negative operating cash flow at December 31, 2013, and will continue to have negative operating cash flow until revenues increase. Affinor currently has inadequate funds to fully develop its business and needs additional debt financing or other capital investment to fully implement their business plans. There is no assurance that such debt financing or other capital investment can be secured. Failure to obtain such financing on a timely basis could result in Affinor being unable to fully develop its business and reduce or terminate its operations.

Dependence on Management

Affinor's business is significantly dependent on their management team including outside management advisors and consultants. The loss of Affinor's directors or senior officers, other employees, advisors, or consultants could have a material adverse effect on Affinor.

Product Liability

Marketing any of Affinor's potential future products may expose Affinor to liability claims arising from the use of these products. Affinor cannot ensure that its current or future liability insurance, together with indemnification rights under any potential future license agreements and other collaborative arrangements, will be adequate to protect it against any claims and resulting liabilities. As Affinor's business expands, it may be unable to obtain additional insurance on commercially reasonable terms. Affinor may be subject to product liability lawsuits, and its insurance may be inadequate to cover potential damages. Therefore, Affinor's financial condition and its reputation could be adversely affected if a product liability claim or recall exceeds insured amounts.

Inability to Manage the Potential Growth of the Business

Affinor's potential growth may place significant demands upon its personnel, management, and financial resources. There is no assurance that its current or proposed personnel, systems, procedures, and controls will be adequate to support its future operations, that Affinor will be able to train, retain, motivate, and manage necessary personnel, or that its management will be able to identify, manage and exploit existing and potential strategic relationships and market opportunities. If Affinor is unable to effectively manage any future growth, its business and financial condition could be adversely affected.

Challenges to Commercial Production

Affinor's sales objectives for the coming years will require significant demand on materials to produce its various crops. Variations in commodity prices at several levels of its production chain may affect Affinor's ability to meet product demand.

Customer Base and Market Acceptance

Although Affinor believes that its products will offer advantages over competitive companies and products, no assurance can be given that their products will attain a degree of market acceptance on a

sustained basis or that it will generate revenues sufficient for sustained profitable operations. Affinor is already in the process of working with national stakeholders in produce distribution for purchasing agreements intended to benefit Affinor and its shareholders.

Competition

If Affinor fails to compete effectively against larger, more established companies with greater resources, then its business may suffer. Competition in the market for Affinor products is intense. Factors affecting competition include financial resources, research and development capabilities, and manufacturing and market expertise and resources. Competitors are expected to include major pharmaceutical, food processors, and chemical and specialized biotechnology companies. Many of these companies will have financial, technical, and marketing resources greater than Affinor's. These organizations may commercialize products that could compete directly or indirectly with Affinor's products on their own or through joint ventures. In addition, Affinor may be unaware of technologies or technologies that may be developed in the future that could adversely affect our perceived technical and competitive advantage.

Key Personnel

Affinor's success depends, in part, on its ability to attract and retain key scientific, technical, management, and operating personnel, including consultants and members of its board of directors. Affinor needs to develop sufficient expertise and add skilled employees or retain consultants in areas such as research and development and marketing in order to successfully execute its business plan. Affinor may be unable to attract and retain qualified personnel or develop the expertise needed in these areas. If Affinor fails to attract and retain key personnel it may be unable to execute its business plan, or its business could be adversely affected.

Government Regulation

If Affinor is unable to comply with current or future government regulations of its products and production activities, Affinor may be forced to discontinue production of future products. Affinor is subject to federal, state, local, and foreign laws and regulations governing its products and production activities. Each product that is developed, produced, marketed, or licensed presents unique regulatory problems and risks. The problems and risks depend on the product type, its uses, and method of manufacture. For products used in human nutrition, Affinor will be required to adhere to requirements published by the Health Canada, including the Marihuana for Medical Purposes Regulations, United States Food and Drug Administration, and any other applicable standards. If it is unable to comply with these practices and procedures, Affinor may be unable to produce its future products.

No Assurances of Protection for Patents, Proprietary Rights, or Trade Secrets

Affinor relies on patents and trade secrets, which it has developed, licensed or acquired, or may develop in the future, to protect its proprietary technology and processes and maintain its competitive position. There can be no assurances that secrecy obligations will be honoured or that others will not independently develop similar or superior technology. The protection of proprietary technology through patents or claims of trade secret status has been the subject of increasing claims and litigation by various companies both in order to protect proprietary rights as well as for competitive reasons even where proprietary claims are unsubstantiated. The prosecution of proprietary claims or the defence of such claims is costly and uncertain given the uncertainty and rapid development of the principles of law pertaining to this area. Affinor, in common with other firms, may also be subject to claims by other parties with regard to the use of technology information and data, which may be deemed proprietary to others.

Buyers' Preference & Spending Trends; Possible Fluctuations in Operating Results

Affinor's operating results may fluctuate significantly from period to period as a result of a variety of factors, including purchasing patterns of its customer, competitive pricing, and general economic conditions. There is no assurance that Affinor will be successful in marketing any of its products, or that the revenues from the sale of such products will be significant. Consequently, Affinor's revenues may vary by quarter, and their operating results may experience fluctuations.

Unanticipated Obstacles to Execution of the Business Plan

Affinor's business plans may change significantly. Affinor believes that its chosen activities and strategies are achievable in light of current economic and legal conditions with the skills, background, and knowledge of its principals, advisors, and consultants. Affinor reserves the right to make significant modifications to any of Affinor's stated strategies depending on future events.

Future Litigation

Affinor may be subject to litigation arising out of its operations, although there currently are no such lawsuits. Damages claimed under such litigation may be material or may be indeterminate, and the outcome of such litigation may materially impact Affinor's business, results of operations, or financial condition. While Affinor will assess the merits of any lawsuit and defend itself accordingly, it may be required to incur significant expense or devote significant financial resources to defending itself against such litigation. In addition, the adverse publicity surrounding such claims may have a material adverse effect on the Affinor's business.

18. PROMOTERS

To the knowledge of the management of Affinor, as of the date hereof, no professional Person or any Associate or Affiliate of such person has any beneficial interest, direct or indirect, in the securities the Corporation or of an Associate or Affiliate of any of them, and, except as disclosed herein, no professional Person is expected to be elected, appointed or employed as a director, senior officer or employee of Affinor or of an Associate or Affiliate of any of them, or as a promoter of any such entity or of an associate or affiliate of any such entity.

19. LEGAL PROCEEDINGS

Affinor is not a party to and none of its assets is the subject of any legal proceedings as at the date of this Listing Statement or from the date of incorporation, and the Corporation knows of no such legal proceedings currently contemplated.

20. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as set forth in this Listing Statement and other than transactions carried out in the ordinary course of business of the Corporation or any of its subsidiaries, none of the directors or executive officers of the Corporation, a director or executive officer of a Person or company that is itself an informed person or subsidiary of the Corporation, nor any shareholder beneficially owning, directly or indirectly, Affinor Shares, or exercising control or direction over common shares of the Corporation, or a combination of both, carrying more than 10% of the voting rights attached to the outstanding Affinor Shares nor an associate or affiliate of any of the foregoing persons has since June 1, 2013 (being the commencement of the Corporation's last completed financial year) any material interest, direct or indirect, in any

transactions which materially affected or would materially affect the Corporation or any of its subsidiaries.

However, all the directors and officers of the Corporation have an interest in the approval of the new stock option plan and Mr. Nick Brusatore has an interest in the change of business resolution to be approved at the Affinor Meeting, as more particularly described in the Corporation's information circular, dated April 24, 2014 and available on SEDAR.

21. AUDITORS TRANSFER AGENTS AND REGISTRARS

Raymond Chabot Grant Thornton, LLP, Chartered Accountants, 600 Rue de la Gauchetière Ouest, Montréal, Québec, H3B 4L8, is the auditor of Affinor.

Computershare Investor Services, at its office in Montreal, Province of Québec, is the transfer agent and registrar for the Affinor Shares.

22. MATERIAL CONTRACTS

Over the last two years, Affinor has entered into the following material contracts, other than contracts entered into in the ordinary course of business:

- Service agreement with Mr. Nick Brusatore dated April 14, 2014; and
- D&G Acquisition Agreement.

23. INTEREST OF EXPERTS

Certain legal matters relating to the Affinor Meeting and proposed transactions will be passed upon on behalf of the Corporation by Langlois Kronström Desjardins LLP. Langlois Kronström Desjardins LLP, its partners and employees do not own any Affinor Shares.

Raymond Chabot Grant Thornton, LLP, Chartered Accountants (the auditor of Affinor) prepared an auditors' report to the directors of the Corporation on the consolidated financial statements of May 31, 2013, 2012 and 2011. Raymond Chabot Grant Thornton, LLP, Chartered Accountants, are independent from Affinor within the meaning of applicable policies.

To the knowledge of the management of Affinor, as of the date hereof, no professional Person or any associate or affiliate of such person has any beneficial interest, direct or indirect, in the securities or assets of Affinor or of an Associate or Affiliate of any of them, and, except as disclosed herein, no professional Person is expected to be elected, appointed or employed as a director, senior officer or employee of Affinor or of an Associate or Affiliate of any of them, or as a promoter of any such entity or of an Associate or Affiliate of any such entity.

24. OTHER MATERIAL FACTS

Other than as disclosed herein, Affinor's management is not aware of any other material facts concerning the Corporation nor the proposed transaction.

CERTIFICATE OF AFFINOR RESOURCES INC.

Dated: May 23, 2014

The foregoing contains full, true and plain disclosure of all material information relating Affinor Clean Technologies Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

AFFINOR RESOURCES INC.

(Signed) *Sébastien Plouffe*	(Signed) *Greg Dennison*
President and Chief Executive Officer	CFO

ON BEHALF OF THE BOARD OF DIRECTORS OF AFFINOR RESOURCES INC.

(Signed) *Nick Brusatore*	(Signed) *Martin Nicoletti*
Chairman	Director