

FORM 7

MONTHLY PROGRESS REPORT

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

Trading Symbol: **AFI**

Number of Outstanding Listed Securities: **60,953 898**

Date: **June 5, 2014**

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report 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 CNSX Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the CNSX.ca website.

This report is intended to keep investors and the market informed of the Issuer's ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the CNSX Policies. The discussion in this report must be factual, balanced and non-promotional.

General Instructions

- (a) Prepare this Monthly Progress Report 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 items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
- (b) The term "Issuer" includes the 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.

Report on Business

1. Provide a general overview and discussion of the development of the Issuer's business and operations over the previous month. Where the Issuer was inactive disclose this fact.

On May 2, 2014, the Company reached an agreement in principle to secure an exclusive license to the world's first automated technology growing non-GMO grade A1 market ready strawberries with Vertical Designs Ltd.

On May 9, 2014, the Company concluded an agreement to acquire 100% of a private company in the final stage of obtaining their Medical Marijuana growers licence.

On May 9, 2014, the Company nominated Mr. Nick Brusatore as Chairman of the Board of Directors.

On May 27, 2014, the Company announced the appointment of Thomas Baumann to its advisory board.

On May 28, 2014, the Company signed a letter of intent to acquire interest in Good to Grow medical dispensary and grower located on the Olympic Peninsula in Washington state.

On May 30, 2014, the Company announced the appointment of Dr. Andrew Riseman to its advisory board.

The company signs letter of intent to purchase 49% of a legally licensed Medical Marijuana Company in Washington State.

2. Provide a general overview and discussion of the activities of management.

- **On May 2, 2014**, the Company reached an agreement in principle to secure an exclusive license to the world's first automated technology growing non-GMO grade A1 market ready strawberries with Vertical Designs Ltd.

Pursuant to the terms of the Licence, Affinor will pay an aggregate \$250,000 and issue a total of 1,000,000 common shares of the Corporation (the "Issuance") at deemed price of \$0.25 per share to VDL upon the execution of the definitive Licence, which is expected to be early next week. In exchange VDL will run the development budgets, designs and deliver a turnkey production facility as well as secure purchasing agreement for all of the Corporation's production. VDL will be entitled to 5% net royalty on the production.

- **On May 9, 2014**, the Company concluded an agreement to acquire 100% of a private company in the final stage of obtaining their Medical Marijuana growers licence. The Company located in the Province of British Columbia, owns a fully functional production facility. The management team of the company planned for acquisition, are a highly experienced group who will work directly with Affinor over the next three years to develop premium strains and optimize the facility to mass-produce ultra high quality products at the lowest possible price.

Under the terms of the agreement, the company will pay 2.55 million shares to Nick Brusatore who owns 51% of the private company and 2.65 million shares to additional shareholders owning the remaining 49% of which only 10% will be issued now and the balance when an MMPR licence is officially granted to Affinor.

- **On May 9, 2014**, the Company nominated Mr. Nick Brusatore as Chairman of the Board of Directors. Mr. Brusatore is known globally as a top designer and leader in vertical farming technology. He was the Chairman of the Applied Research Committee for BCIT for several years, and was nominated for the AGRI award of excellence for Canada in 2012.

Mr. Brusatore is an authority in growing technologies and was a keynote speaker at the International Conference on Marijuana in New York City and head moderator at a similar event in San Francisco. He often sits on discussion panels as an expert in this industry.

The company has granted 250,00 incentive stock options to Mr. Brusatore to purchase common shares of the Company. The options are exercisable on or before May 9, 2019, at an exercise price of \$ 0.49.

- **On May 27, 2014**, the Company announced the appointment of Thomas Baumann to its advisory board. Mr. Baumann is a member of the North American Strawberry Growers Association, the American Society Of Horticultural Sciences and current Director of the Pacific Berry Resource Centre at UFV. The Company has granted 100,000 incentive stock options to Thomas Baumann to purchase common shares of the company. The options are exercisable on or before May 27, 2019, at an exercise price of \$0.49.
- **On May 28, 2014**, the Company signed a letter of intent to acquire interest in Good to Grow medical dispensary and grower located on the Olympic Peninsula in Washington state.

Under the terms, the Company will acquire 49 per cent of Good to Grow company for cash payment of \$620,000 (U.S.) over six months following the signature of the definitive agreement, subject to satisfactory completion of due diligence and regularity approval. The acquisition will be in respect of Washington state law.

- **On May 30, 2014**, the Company announce the appointment of Dr. Andrew Riseman to its advisory board. Dr. Andrew Riseman is a UBC Senator and professor of plant breeding and genetics. The company has granted 100,000 incentive stock options to Dr. Andrew Riseman to purchase common shares of the Company. The options are exercisable on or before May 30, 2019, at an exercise price of \$ 0.80.

3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law. **N/A**
4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned. **N/A**

5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

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6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced. **N/A**
7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provides details of the relationship.

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8. Describe the acquisition of new customers or loss of customers. **N/A**
9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks. **N/A**
10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs. **N/A**
11. Report on any labour disputes and resolutions of those disputes if applicable. **N/A**
12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings. **N/A**
Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness. **N/A**

13. Provide details of any securities issued and options or warrants granted. **N/A**

Security	Number Issued	Details of Issuance	Use of Proceeds⁽¹⁾
Common Shares	2,765,000	Acquisition	Acquisition 100% of a private company
Options	550,000	Grant	Incentives

(1) State aggregate proceeds and intended allocation of proceeds.

14. Provide details of any loans to or by Related Persons. **N/A**
15. Provide details of any changes in directors, officers or committee members.
 - **On May 9, 2014, Nick Brusatore was nominated as chairman of the board of Directors.**
 - **On May 27, 2014, Thomas Baumann was nominated on the advisory board.**
 - **On May 30, 2014, Andrew Riseman was nominated on the advisory board.**
16. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends. **N/A**

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.

2. As of the date hereof there were is no 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 7 Monthly Progress Report is true.

Dated: **June 5, 2014**

Martin Nicoletti
 Name of Director or Senior _____
 Officer

(s) Martin Nicoletti
 Signature

Director
 Official Capacity

<i>Issuer Details</i> Name of Issuer Affinor Resources	For Month End May 31, 2014	Date of Report YY/MM/D June 5, 2014
Issuer Address 410 St-Nicolas, suite 236		
City/Province/Postal Code Montreal, Qc. H2Y 2P5	Issuer Fax No. (514)907-9017	Issuer Telephone No. (514)360-3676
Contact Name Martin Nicoletti	Contact Position Director	Contact Telephone No. (514)907-9016 x.160
Contact Email Address mnicoletti@sktm.ca	Web Site Address: www.affinorgrowers.com	