

**MANAGEMENT'S DISCUSSION AND ANALYSIS  
OF THE COMPANY'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS  
FOR THE PERIOD ENDED FEBRUARY 28, 2014**

**FORM 51-102F1**

**Date and Subject of Report**

The following Management Discussion & Analysis ("MD&A") is intended to assist in the understanding of the trends and significant changes in the financial condition and results of operations of New Age Farm Inc. (formerly 0981624 BC Ltd. or "0981624BC") ("NAF" or the "Company") for the period ended February 28, 2014. The MD&A should be read in conjunction with the unaudited condensed interim financial statements for the period ended February 28, 2014. The MD&A has been prepared effective June 18, 2014.

**SCOPE OF ANALYSIS**

The following is a discussion and analysis of NAF (formerly 0981624BC), which was incorporated on September 27, 2013, under the laws of the Province of British Columbia. The Company's head office is located at #106, 1641 Lonsdale Avenue, North Vancouver, B.C., V7M 2T5. The Company reports its financial results in Canadian dollars and under IFRS. As a result of a recently completed Plan of Arrangement, it acquired a Letter of Intent to merge with NHS Industries Ltd. ("NHS") through a business combination (the "NHS LOI").

**FORWARD LOOKING STATEMENTS**

The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements. These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by or include the words 'believes,' 'expects,' 'anticipates,' 'estimates,' 'intends,' 'plans,' 'forecasts,' or similar expressions. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on current expectations that involve numerous risks and uncertainties, including, but not limited to, those identified in the Risks Factors section. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The Company has no intention and undertakes no obligation to update or revise any forward-looking statements, whether written or oral that may be made by or on the Company's behalf.

**Trends**

Other than as disclosed in this MD&A, the Company is not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect upon its revenues, income from continuing operations, profitability, liquidity or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.

## **General Development and NAF's (formerly 0981624BC) & NHS's Business**

NAF (formerly 0981624BC) was incorporated in British Columbia on September 27, 2013 as a wholly-owned subsidiary of a publicly traded company, Five Nines Ventures Ltd. ("Five Nines"). The Company has not yet commenced commercial operations as of February 28, 2014. During 2013, Five Nines obtained final court approval to complete a plan of arrangement (the "**Arrangement**") pursuant to Division 5 of Part 9 of the Business Corporation Act (British Columbia) with its wholly-owned subsidiary NAF (formerly 0981624BC). Under the Arrangement, the Company is to acquire \$5,000 and all of Five Nines' interest in an agreement to merge with NHS through a business combination, in exchange for common shares (the "**NAF (formerly 0981624BC) Shares**") of the Company, which NAF (formerly 0981624BC) Shares are to be distributed to Five Nines shareholders pursuant to the Arrangement. On closing of the Arrangement, each Five Nines shareholder, as of the share distribution record date received one new common share in the capital of Five Nines (the "**New Five Nines Shares**") and its *pro-rata* share of the NAF (formerly 0981624BC) Shares as distributed under the Arrangement for each Five Nines common share (the "**Five Nines Shares**") held by such person at the share distribution record date (determined to be as of December 31, 2013).

On April 1, 2014, the Company acquired the NHS LOI and \$5,000 from Five Nines as part of the Arrangement. The Company has not commenced any commercial operations other than acquiring the NHS LOI from Five Nines. On completion of the Arrangement, the Company became a reporting issuer in the province of British Columbia, Alberta, and Ontario, the shareholders of which are the holders of Five Nines Shares as of the share distribution record date.

The Company has completed the Plan of Arrangement and issued 2,433,667 common shares in exchange for \$5,000 cash and the NHS LOI. Such shares were also re-distributed to shareholders of Five Nines as of record date of December 31, 2013.

The articles of the Company provide that the board of directors may, by resolution of the directors, subdivide or consolidate all or any of its unissued, or fully paid, issued shares. On April 10, 2014, the directors of the Company believed that it is in the best interests of the Company and approved to consolidate the issued and outstanding common shares in the capital of the Company on the basis of one (1) common share for every ten (10) issued and outstanding common shares. Concurrent to the consolidation resolution, the board of directors of the Company also approved to change the Company's name to "New Age Farm Inc." and the notice of alteration to change its name was also filed on the same date. The shareholders of Five Nines as of record date of December 31, 2013 thus own a total of 243,367 common shares of the Company after the share consolidation.

The Company, after amalgamating with NHS, will be a start-up stage company and will further develop the Langley project from NHS. The project is located on a five and a half acre area devoted to growing and eventually being able to process, package and store finished food based products either in cold storage or dry storage before being shipped to their final destination. NHS has already invested significant amounts to date in product development and feasibility studies. The current business objective of the Company is to raise \$3,000,000 to build and operate a state of the art warehouse / processing facility to generate near term cash flow. This business plan is clearly a comprehensive review of the critical factors that would add capacity through a modular and fee based approach that is designed to support small and medium producers. Accordingly,

the Company's financial success may be dependent upon the extent to which it can develop its Langley project and the economic viability of acquiring, or developing any such additional projects on the property.

On April 30, 2014, the Company entered into a definitive acquisition agreement with NHS Industries Ltd. ("NHS") such that NHS will amalgamate with a wholly owned subsidiary of the Company, 0998955 BC Ltd., and form a New Co in exchange for 100% shares of NHS. Each common share of NHS will exchange for one (1) common share of the Company. The Company's subsidiary will complete the amalgamation with NHS and will form a New Co as a wholly owned subsidiary of the Company. An estimate of 31,339,424 common shares of the Company will be issued to shareholders of NHS to complete the acquisition. The Company is in process of applying for listing on Canadian Securities Exchange ("CSE") and intends to raise approximately \$125,400 at \$0.03 per common share for a total of 4,180,000 common shares concurrent to the listing. NHS currently has 27,159,424 common shares issued and outstanding.

The company will be adopting the year end of NHS, which is December 31, after completing the amalgamation with NHS.

### **NHS' Business History**

NHS was incorporated on May 4, 2001 under certificate number BC0627073 BC Ltd. Since 2001, the corporation has been operating numerous ventures that have been brought to completion and/or sold off to other parties. The company's projects have been real estate based and in its current operational position since 2007.

As farmers struggle to find ways to increase farm income, interest in "adding value" to raw agricultural products has grown tremendously. The value of farm products can be increased in endless ways: by cleaning and cooling, packaging, processing, distributing, cooking, combining, churning, culturing, grinding, hulling, extracting, drying, smoking, handcrafting, spinning, weaving, labeling, or packaging. Besides offering a higher return, value added products can open new markets, create recognition for a farm, expand the market season, and make a positive contribution to the community. NHS current facilities are capable of growing 2.4 million 4" potted plants in a twelve month period. Its future focus will not only be on added value for the grown plants but to the added value of reduced or eliminated energy costs and carbon neutral operating processes.

One avenue often forgotten in adding value is in improved operating methods and reduction of waste and in alternate energy sources. NHS Industries is in the process of formulating innovative proposals for small scale agricultural facilities. Its current site is owned and operational since 2007 and is exploring multiple avenues for cash flow processes. The company intends to become a beta site for sustainable growing capabilities as well as minimizing all carbon footprints with regards to all on site operations.

NHS, after combining with the Company, NAF, will expand to utilize its greenhouse facility to grow plants and will build and operate a state of the art warehouse / processing facility. Accordingly, NHS' financial success may be dependent upon the extent to which it can develop its business objectives and the economic viability of commercializing any such facilities and additional opportunities.

## RESULTS OF OPERATIONS

As at February 28, 2014, the Company has not yet completed a three-cornered amalgamation with NHS and remains as a wholly owned subsidiary of Five Nines. The Company has been active in assisting NHS in raising funds to qualify for its listing on CSE and will further assist NHS in future financing to support the building of the warehouse / processing facility. As of the date of this discussion, the Company had 243,367 common shares issued and outstanding.

During the period ended February 28, 2014, the Company has not incurred any expenditure as it has not yet been pushed out from Five Nines.

## SELECTED ANNUAL INFORMATION

The following financial data, which has been prepared in accordance with IFRS, is derived from the Company's financial statements. These sums are being reported in Canadian dollars and did not change as a result of the adoption of policies concerning Financial Instruments.

	February 28, 2014	Year ended August 31, 2013	August 31, 2012
Total Revenue	\$ --	\$ --	\$ --
Interest income	--	--	--
Expenses	--	--	--
Net loss	--	--	--
Total assets	100	--	--
Total long-term liabilities	--	--	--
Net loss per share (basic and diluted)	--	--	--

## SELECTED QUARTERLY INFORMATION

The following table summarized the results of operations for the four recent quarters.

	February 28 2014	Three months ended November 30 2013	August 31 2013	May 30 2013
Total Revenue	\$ --	\$ --	\$ --	\$ --
Interest income	--	--	--	--
Expenses	--	--	--	--
Net loss	--	--	--	--
Net loss per share and diluted loss per share	--	--	--	--

## LIQUIDITY

- (a) The Company is a startup agricultural based company and therefore has no regular source of income, other than interest income it may earn on funds invested in short-term deposits. As a result, its ability to conduct operations is based on its current cash and its ability to raise funds, primarily from equity sources, and there can be no assurance that the Company will be able to do so.
- After successfully amalgamating with NHS and be listed for trading on CSE, the Company needs to raise a further \$3,000,000 to build and construct the warehouse / processing facility in order to complete its proposed business plan.
- (b) Other than as set forth herein, there are no expected fluctuations in the Company's liquidity, taking into account demands, commitments, events or uncertainties.
- (c) The Company does not currently have any liquidity risks associated with financial instruments.
- (d) The Company is expected to have a working capital deficiency if it does not complete the proposed financing. The Company expects to meet its liquidity need through additional equity or debt financing(s).
- (e) There are no balance sheet conditions or income or cash flow items that may affect the Company's liquidity.
- (f) The Company currently has one wholly owned subsidiary, 0998955 BC Ltd.
- (g) There are currently no defaults or arrears by the Company on:
- (i) dividend payments, lease payments, interest or principal payment on debt;
  - (ii) debt covenants; and
  - (iii) redemption or retraction or sinking fund payments.

## CAPITAL RESOURCES

- (a) There are no known trends or expected fluctuations in the Company's capital resources, including expected changes in the mix and relative cost of such resources.
- (b) Subsequent to the period ended February 28, 2014 the Company entered into a definitive acquisition and amalgamation agreement with NHS. The Company intends to acquire all of the issued and outstanding securities in the capital of NHS pursuant to a "three-cornered" amalgamation under the British Columbia *Business Corporations Act*, pursuant to which a newly incorporated wholly owned subsidiary of the Company, 0998955 B.C.

## OFF BALANCE SHEET ARRANGEMENTS

As at February 28, 2014, the Company had no off-balance sheet arrangements.

## PROPOSED TRANSACTIONS

Except for the transformation of its Business Plan into a Strategic Plan and a Tactical Plan, the Company does not have any proposed transactions to discuss at this time.

## TRANSACTIONS WITH RELATED PARTIES

- a. As at February 28, 2014, the Company also had a subscription receivable of \$100 to be received from Five Nines. During the period ended February 28, 2014, the Company accrued \$Nil of consulting fees to Five Nines.

These transactions above are in the normal course of operations and are measured at the agreed to amounts, which is the amount of consideration established and agreed to by the related parties.

## OUTSTANDING SHARE DATA

Authorized: unlimited common shares without par value

Issued and Outstanding:

	<b>Number of Shares</b>	<b>Amount (\$)</b>
Common shares issued for cash	100	100
<b>Balance as at February 28, 2014</b>	<b>100</b>	<b>100</b>

As at date of this discussion, the Company has 243,367 common shares outstanding.

Stock Options:

The Company has adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the applicable stock exchange's requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase common shares. Pursuant to the Option Plan, the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. Options granted under the Option Plan can have a maximum exercise term of 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors. As at and during the period ended February 28, 2014, no option was granted or outstanding.

## **CONTINGENCIES**

Except for the commitments mentioned in Liquidity subsection (a), there is no other contingency outstanding as of date of this discussion.

## **SUBSEQUENT EVENTS**

Subsequent to the period ended November 30, 2013, the Company has completed the Plan of Arrangement and issued 2,433,667 common shares in exchange for \$5,000 cash and the NHS LOI. Such shares were also re-distributed to shareholders of Five Nines as of record date of December 31, 2013.

The articles of the Company provide that the board of directors may, by resolution of the directors, subdivide or consolidate all or any of its unissued, or fully paid, issued shares. On April 10, 2014, the directors of the Company believed that it is in the best interests of the Company and approved to consolidate the issued and outstanding common shares in the capital of the Company on the basis of one (1) common share for every ten (10) issued and outstanding common shares. Concurrent to the consolidation resolution, the board of directors of the Company also approved to change the Company's name to "New Age Farm Inc." and the notice of alteration to change its name was also filed on the same date. The shareholders of Five Nines as of record date of December 31, 2013 thus own a total of 243,367 common shares of the Company after the share consolidation.

On April 30, 2014, the Company entered into a definitive acquisition and amalgamation agreement with NHS. The Company intends to acquire all of the issued and outstanding securities in the capital of NHS pursuant to a "three-cornered" amalgamation under the British Columbia *Business Corporations Act*, pursuant to which a newly incorporated wholly owned subsidiary of the Company, 0998955 B.C. Ltd., will amalgamate with NHS and will continue its business under the name of NHS Industries Ltd. The amalgamated NHS will continue to be a wholly owned subsidiary of the Company. As at the reporting date of this discussion, NHS has 27,159,424 common shares issued and outstanding. Each shareholder of NHS common shares will receive one (1) post-consolidation common share of the Company for each of such shareholder's NHS common shares.

## **INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS)**

The Company was incorporated on September 27, 2013. Accordingly, these financial statements are prepared in accordance and compliance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). These unaudited condensed interim financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting.

The financial statements are presented in Canadian dollars, which is the Company's functional and reporting currency. The financial statements are prepared on a historical cost basis except for financial instruments classified as fair value through profit or loss ("FVTPL"), which are stated at their fair value.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES

### a) Significant accounting judgments and estimates

The preparation of these unaudited condensed interim financial statements requires management to make judgments and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgments and estimates. The unaudited condensed interim financial statements include judgments and estimates which, by their nature, are uncertain. The impacts of such judgments and estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods. Accounts which require management to make material estimates and significant assumptions in determining amounts recorded include valuation of share-based transactions and provision for deferred income tax.

Judgments made by management that have the most significant effect on the unaudited condensed interim financial statements are discussed in Notes to the unaudited condensed interim financial statements as of February 28, 2014 3d), 3e), 3f), 3i) and 3(j).

### b. Cash and cash equivalents

Cash and cash equivalents are comprised of cash in banks, and all short-term investments that are highly liquid in nature, cashable, and have an original maturity date of three months or less. As at February 28, 2014, there is \$Nil included as cash equivalents.

### c. Shared-based payments

The fair value of any options granted is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the period that the employees earn the options. The fair value is recognized as an expense with a corresponding increase in equity. The amount recognized as expense is adjusted to reflect the number of share options expected to vest.

### d. Deferred income taxes

Deferred income tax assets and liabilities are recognized for deferred income tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs. To the extent that the Company does not consider it more



likely than not that a deferred income tax asset will be recovered, the deferred income tax assets is reduced. Deferred income tax assets and liabilities are offset only if a legally enforceable right exists to offset current tax assets against liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

e. Financial instruments

Financial instruments are defined as any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

Financial instruments at fair value through profit or loss (FVTPL)

Financial instruments are classified as FVTPL when they are held for trading. A financial instrument is held for trading if it was acquired for the purpose of selling in the near term. Financial instruments classified as FVTPL are stated at fair value with any changes in fair value recognized in earnings for the period.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, these financial assets are recorded at amortized cost using the effective interest method less any impairment.

Available-for-sale financial assets

Available-for-sale are non-derivative financial assets that are designated as available-for-sale or that are not classified in any other financial asset categories. Subsequent to initial recognition, changes in fair value, other than impairment losses, are recognized in other comprehensive income (loss) and presented in the fair value reserve in shareholders' equity. When the financial assets are sold or an impairment write-down is required, losses accumulated in the fair value reserve recognized in shareholders' equity are included in profit or loss.

Financial liabilities

Financial liabilities are initially recorded at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method. The Company's accounts payable and accrued liabilities are classified as financial liabilities.

Transaction costs incurred on initial recognition of financial instruments classified as loans and receivables and other financial liabilities are included in the initial fair value amount.

Financial assets are derecognized when the contractual rights to the cash flows from the asset expire. Financial liabilities are derecognized only when the Company's obligations are discharged, cancelled or they expire.

The Company has classified its financial instruments as follows:

<u>Financial Instrument</u>	<u>Classification</u>
Cash and cash equivalents	FVTPL
Subscription receivable	Loans receivable
Accounts payable	Other liabilities
Accrued liabilities	Other liabilities

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1 – valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 – valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and Level 3 – valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

f. Impairment

i) Non-financial assets

The carrying amounts of the Company's non-financial assets, other than deferred income tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the assets' recoverable amount is estimated.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or group of assets (the "cash-generating unit").

An impairment loss is recognized if the carrying amount of a cash-generating unit exceeds its estimated recoverable amount. The recoverable amount of an asset or a cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cost flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of

the time value of money and the risks specific to the assets. Impairment losses are recognized in net income (loss).

Impairment losses recognized in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss has been recognized.

ii) Financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in net income (loss) and reflected in an allowance account against receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through net income (loss).

g. Comprehensive income (loss)

Comprehensive income (loss) is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that are not included in net profit. Other comprehensive income (loss) consists of changes to unrealized gain and losses on available for sale financial assets, changes to unrealized gains and losses on the effective portion of cash flow hedges and changes to foreign currency translation adjustments of self-sustaining foreign operations during the period. Comprehensive income (loss) measures net earnings for the period plus other comprehensive income (loss). Amounts reported as other comprehensive income (loss) are accumulated in a separate component of shareholders' equity as Accumulated Other Comprehensive Income (Loss). The Company has not had other comprehensive income (loss) since inception and accordingly, a statement of comprehensive income (loss) has not been presented.

h. Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing the net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average share outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

i. Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. The increase in the obligation due to the passage of time is recognized as finance expense. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

j) Accounting standards, interpretations and amendments to existing standards that are not yet effective

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods after August 1, 2014 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded from the summary below. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

The IASB has issued IFRS 9 - Financial Instruments (“IFRS 9”) which intends to replace IAS 39 – Financial Instruments: Recognition and Measurement (“IAS 39”) in its entirety with three main phases. IFRS 9 will be the new standard for the financial reporting of financial instruments. The IASB tentatively decided to defer the mandatory effective date until January 1, 2018 with earlier adoption still permitted. The Company will evaluate the impact the final standard will have on its financial statements based on the characteristics of its financial instruments at the time of adoption.

The IASB issued IFRIC 21 - Levies (“IFRIC 21”), an interpretation of IAS 37 - Provisions, Contingent Liabilities and Contingent Assets (“IAS 37”), on the accounting for levies imposed by governments. IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past activity or event (“obligating event”) described in the relevant legislation that triggers the payment of the levy. IFRIC 21 is effective for annual periods commencing on or after January 1, 2014. The Company is currently evaluating the impact of the adoption of this interpretation on its financial statements.

The IASB issued amendments to IAS 36 - Impairment of Assets (“amendments to IAS 36”). The amendments to IAS 36 restrict the requirement to disclose the recoverable amount of an asset or CGU to periods in which an impairment loss has been recognized or reversed. The amendments also expand and clarify the disclosure requirements applicable when an asset or CGU’s recoverable amount has been determined on the basis of fair value less cost of disposal. The amendments are effective for annual periods beginning on or after January 1, 2014 and should be applied retrospectively. The Company is currently evaluating the impact of the adoption of this standard on its financial statements.

k. Segment reporting

A reportable segment, as defined by 'IFRS 8 Operating Segments', is a distinguishable business or geographical component of the Company, which are subject to risks and rewards that are different from those of other segments. The Company considers its primary reporting format to be business segments. The Company considers that it has only one reportable segment, development of the agriculture based business in Langley of British Columbia.

## **RISKS AND UNCERTAINTIES**

### Plants Growing, Warehousing and Processing Industry

The plants growing, warehousing and food processing industry involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the development of such facilities may result in substantial rewards, marketing will also play a significant role in developing the Company and its level of success. Major expenses may be required to establish the facilities to be accepted in the marketplace. It is impossible to ensure that the current facilities and market strategy planned by the Company will result in profitable commercial sales. Whether the Company will be commercially viable depends on a number of factors, some of which are the particular attributes of the industry the facilities is geared toward and the existing infrastructure, as well as competitors strategies and market factors. Some of these factors are cyclical and government regulated, including regulations relating to agriculture and food processing procedures and protocols.

The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. Agriculture and food processing operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the public health sectors inherited in the agriculture and food processing industry. Although adequate precautions to minimize risk will be taken, operations are subject to hazards that are unforeseeable or beyond the company's control and their consequent liability.

Some of these risks include the following:

The Company is largely dependent on the success of constructing and marketing its warehousing and processing facilities which cannot be certain that its facilities will be successfully commercialized. NHS currently has minimal revenue from renting out its greenhouse facility. The successful addition of agriculture and food warehousing / processing facilities will also augment its ability to renting out un-utilized greenhouse space and facility. There is no guarantee that it will ever have marketable facilities.

Risks in design, development and manufacture of agriculture and food warehousing / processing facilities which may have adverse effect on public's health.

If a significant portion of these development efforts are not successfully completed, required regulatory approvals are not obtained, or any approved facilities are not commercially successful, the company's business, financial condition, and results of operations may be materially harmed

The Company's facilities may never achieve market acceptance even if the company obtains regulatory approvals.

The Company's activities are directed towards the warehousing and processing of agriculture and food. There is no certainty that any expenditure to be made by the Company as described herein will result in market acceptance of the Company's facilities offerings. There is aggressive competition within the agriculture and food warehousing / processing marketplace. The Company will compete with other interests, many of which have greater financial resources than it will have for marketing towards target customers. Significant capital investment is required to achieve commercialization from the current start-up and development stage of the Company.

### Government Regulation

In addition to various trade organizations that the Company will be subject to, the consumer agriculture and food warehousing / processing industry is subject to various federal, and provincial laws and regulations on, standards, claims, safety, efficacy and other matters from regulatory bodies such as Canadian Food Inspection Agency (CFIA), BC FOODSAFE Program and the department of Health Protection in Fraser Health. Regulatory approvals by government

agencies on the Company's facilities may be withheld or not granted at all and if granted may be subject to recalls which would materially affect the Company.

Although the Company's activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail development, production, manufacture, product claims, marketing or commercialization. Amendments to current laws and regulations governing operations and activities of the consumer health industry or more stringent implementation thereof could have a substantial adverse impact on the Company.

#### Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include key person insurance as the company heavily relies on the company officers.

#### Conflicts of Interest

Certain directors of the Company also serve as directors and/or officers of other companies involved in other business ventures. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

#### Negative Operating Cash Flows

As the Company is at the early stage start-up stage it may continue to have negative operating cash flows. Without the injection of further capital and the development of revenue streams from its business, the Company may continue to have negative operating cash flows until it can be sufficiently developed to commercialize.

#### Risks Related as a Going Concern

The ability of the Company to continue as a going concern is uncertain and dependent upon its ability to achieve profitable operations, obtain additional capital and receive continued support from its shareholders. Management of the Company will have to raise capital through private placements or debt financing and proposes to continue to do so through future private placements and offerings. The outcome of these matters cannot be predicted at this time.

#### Reliance on Key Personnel and Advisors

The Company relies heavily on its officers. The loss of their services may have a material adverse effect on the business of the Company. There can be no assurance that one or all of the employees of, and contractors engaged by, the Company will continue in the employ of, or in a consulting capacity to, the Company or that they will not set up competing businesses or accept positions with competitors. There is no guarantee that certain employees of, and contractors to, the Company who have access to confidential information will not disclose the confidential information.

#### Licenses, Patents and Proprietary Rights

The Company's success could depend on its ability to protect its intellectual property, including trade secrets, and continue its operations without infringing the proprietary rights of third parties and without having its own rights infringed.

#### Uncertainty Regarding Penetration of the Target Market

The commercial success of the Company's business as compared with those of its competitors depends on its acceptance by potential users and the consumer community. Market acceptance will largely depend on the reputation of the Company, its marketing strategy, consumer acceptance and the Company's services and performance. The Company's success will depend on its ability to commercialize and expand its network users. The Company will need to expand its marketing and sales operations and establish business relations with suppliers and users in a timely manner.

In order to meet its business objectives, the Company will have to ensure that its facilities and services are safe, reliable and cost-effective, and bring the expected return. There can be no assurance that the Company's facilities and services will be accepted and recommended.

#### Competition, Technological Obsolescence

The agriculture and food warehousing / processing industries are competitive. Others in the field may have significantly more financial, technical, distribution and marketing resources. Technological progress and product development may cause the Company's services and facilities offerings to become obsolete or may reduce their market acceptance.

#### Operating History and Expected Losses

The Company expects to make significant investments in order to develop its services, increase marketing efforts, improve its operations, conduct research and development and update its equipment. As a result, start-up operating losses are expected and such losses may be greater than anticipated, which could have a significant effect on the long-term viability of the Company.

#### Reliance on Joint Ventures, Licence Assignors and Other Parties



The nature of the Company's operations requires it to enter into various agreements with partners, joint venture partners, other agriculture and food warehousing / processing facilities, and equipment suppliers in the business world, government agencies, licensors, licensees, and other parties for the successful operation of its businesses and the successful marketing of its services.

There is no guarantee that those with whom the Company needs to deal will not adopt other technologies or that they will not develop alternative business strategies, acting either alone or in conjunction with other parties, including the Company's competitors, in preference to those of the Company.

### Growth Management

In executing the Company's business plan for the future, there will be significant pressure on management, operations and technical resources. The Company anticipates that its operating and personnel costs will increase in the future. In order to manage its growth, the Company will have to increase the number of its technical and operational employees and efficiently manage its employees, while at the same time efficiently maintaining a large number of relationships with third parties.

### Regulatory Risks

The technologies utilized by the Company in building and operating agriculture and food warehousing / processing facilities can be subject to a number of technological challenges and requirements, and can be subject to the regulations and standards imposed by applicable regulatory agencies. There can be no assurance that the Company will be able to comply with all regulations concerning its businesses.

### Potential Liability

The Company is subject to the risk of potential liability claims with respect to its agriculture and food warehousing / processing facilities. Should such claims be successful, plaintiffs could be awarded significant amounts of damages, which could exceed the limits of any liability insurance policies that may be held by the Company. There is no guarantee that the Company will be able to obtain, maintain in effect or increase any such insurance coverage on acceptable terms or at reasonable costs, or that such insurance will provide the Company with adequate protection against potential liability.

## **FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES**

During the period ended February 28, 2014, there has been no significant change in the Company's internal control over financial reporting since last year.

The management of the Company is responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and

disclosed externally is complete, reliable and timely. Management is also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's interim financial statements for the period ended February 28, 2014 (together the "Interim Filings").

The management of the Company has filed the Venture Issuer Basic Certificate with the Interim Filings on SEDAR at [www.sedar.com](http://www.sedar.com).

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the venture issuer basic certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

## **Officers and Directors**

Carman Parente	President, CEO & Director
Anthony Chan	CFO & Director
Peter Jensen	Director (Independent)

## **Contact Address:**

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