

**NOTICE OF CHANGE IN CORPORATE STRUCTURE**  
*National Instrument 51-102 – Section 4.9*

**Item 1 Names of the parties to the transaction**

New Age Farm Inc. (formerly 0981624 B.C. Ltd.) (“New Age”)  
NHS Industries Ltd. (“NHS”)  
0998955 BC Ltd. (“Newco”)

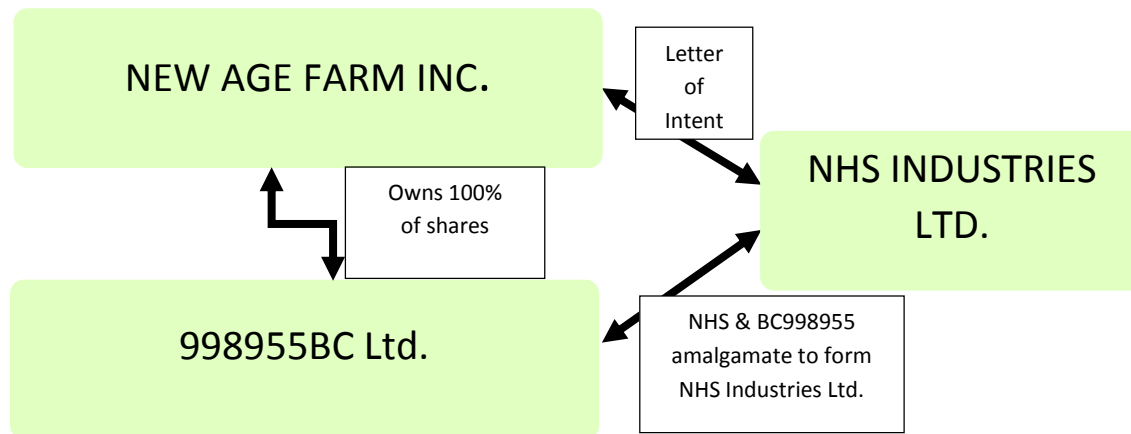
**Item 2 Description of the transaction**

New Age recently completed an Arrangement with Five Nines Ventures Inc. (“Five Nines”), whereby New Age acquired a letter of intent with NHS Industries Ltd. in exchange for issuing shares in New Age to Five Nines, following which New Age effected an amalgamation which also resulted in a change in its year-end as described below.

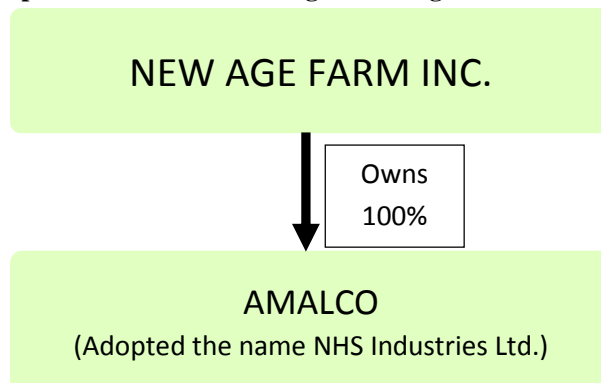
***Amalgamation***

Subsequent to completing the Arrangement, New Age completed a three-cornered amalgamation (the “Amalgamation”) with NHS Industries Ltd. (“NHS”) and 0998955 BC Ltd. (“Newco”), a wholly-owned subsidiary of New Age, a company incorporated solely for the purpose of completing the Amalgamation, pursuant to which Newco amalgamated with NHS to form a combined entity (“Amalco”) and the Company issued New Age shares to the holders of common shares of NHS on the basis of one common share of the Company for each share of NHS. As a result of the Amalgamation, Amalco became a wholly-owned subsidiary of the Company.

**Figure 1 Relationship among parties prior to completion of the Amalgamation**



**Figure 2 Corporate structure following the Amalgamation**



### ***Change in Year End***

Based on the exchange of New Age shares for NHS shares, Amalco is considered the acquirer for accounting purposes (commonly referred to as a “Reverse Takeover”), therefore Amalco has adopted the year-end of NHS Industries Ltd. and has also taken NHS Industries Ltd. as its name.

As a result, for financial reporting purposes, New Age is considered to be a continuation of Amalco, the legal subsidiary, except with regard to authorized and issued share capital, which is that of New Age, the legal parent.

The year-end of New Age is now December 31, changed from August 31.

### **Item 3 Effective date of the transaction**

The Amalgamation was completed on August 13, 2014.

### **Item 4 Names of each party, if any, that ceased to be a reporting issuer subsequent to the transaction and names of the continuing entities**

New Age continues to be a reporting issuer in the provinces of British Columbia, Alberta and Ontario. NHS Industries Ltd. (Amalco) is a fully-owned subsidiary of New Age. No party ceased to be a reporting issuer subsequent to the Arrangement.

### **Item 5 The dates of the reporting issuer’s first financial year-end after the Amalgamation**

New Age Farm Inc.	December 31, 2014
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### **Item 6 The periods, including the comparative periods, if any, of the interim and annual financial statements required to be filed for the reporting issuers’ first financial year after the Amalgamation**

<u>Period</u>		<u>Comparative period</u>
Third Quarter	September 30, 2014	N/A
Year End	December 31, 2014	December 31, 2013
First Quarter	March 31, 2015	March 31, 2014
Second Quarter	June 30, 2015	June 30, 2014

### **Item 7 Documents filed under National Instrument 51-102 that describe the Amalgamation and where those documents can be found in electronic format**

1. New Age News Release dated August 18, 2014 filed at [www.SEDAR.com](http://www.SEDAR.com).
2. New Age Material Change Report on Form 51-102F3 dated August 28, 2014 filed at [www.SEDAR.com](http://www.SEDAR.com).
3. New Age Listing Statement dated August 1, 2014 filed at [www.theCSE.com](http://www.theCSE.com) (the website of the Canadian Securities Exchange).
4. Five Nines' news release dated April 9, 2014 that is available at [www.SEDAR.com](http://www.SEDAR.com) under Five Nines' profile.

**DATED** at Vancouver, British Columbia as of this 28<sup>th</sup> day of August, 2014.

**NEW AGE FARM INC.**