



## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON SEPTEMBER 27, 2016

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the shareholders of New Age Farm Inc. (the “**Company**”, “**we**”, “**our**” or “**New Age Farm**”) will be held in the boardroom at Unit 114B – 8988 Fraserton Court Burnaby, BC V5J 5H8, on Tuesday, September 27, 2016 at 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive the audited financial statements of the Company for the year ended December 31, 2015 and the report of the auditor on those statements.
2. To elect directors for the ensuing year.
3. To appoint the auditor for the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor.
4. To consider and, if thought advisable, to pass, with or without variation the Arrangement Resolution with respect to a Plan of Arrangement among New Age Farm, NHS Industries Ltd. and the New Age Farm Shareholders.
5. To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution to ratify and approve the NHS Stock Option Plan as more particularly described in the Company’s management information circular.
6. To transact such other business as may properly come before the Meeting or any adjournments thereof.

**AND TAKE NOTICE that New Age Farm Shareholders who validly dissent from the Arrangement will be entitled to be paid the fair value of their New Age Farm shares subject to strict compliance with the provisions of the Plan of Arrangement and sections 237 to 247 of the Act. The dissent rights are described in Schedule “D” of the Circular. Failure to comply strictly with the requirements set forth in the Plan of Arrangement and sections 237 to 247 of the Act may result in the loss of any right of dissent.**

The Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice and the Circular is a form of proxy for use at the Meeting. Any adjourned meeting resulting from an adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Only New Age Farm Shareholders of record at the close of business on July 29, 2016, will be entitled to receive notice of and vote at the Meeting.

**Registered New Age Farm Shareholders unable to attend the Meeting are requested to date, sign and return the enclosed form of proxy and deliver it in accordance with the instructions set out in the proxy and in the Circular. If you are a non-registered New Age Farm Shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or the other intermediary. Failure to do so may result in your shares of the Company not being voted at the Meeting.**

The Board of Directors of the Company has fixed the close of business on July 29, 2016 as the record date, being the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof. The Board of Directors has also fixed 10:00 am. (Vancouver time) on Friday, September 23, 2016 or no later than 48 hours before the time of any adjourned Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the Company’s registrar and transfer agent, Integral Transfer Agent.

**DATED** at Vancouver, British Columbia, as of the 31<sup>st</sup> day of August 2016.

**NEW AGE FARM INC.**

By: (signed) “*Carman Parente*”

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Carman Parente  
President and Chief Executive Officer