

**NEW AGE FARM INC.**

**PROXY**

**FOR USE AT THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON SEPTEMBER 1, 2017 AT 1:00 PM PACIFIC TIME**

**AT THE BOARDROOM, UNIT 114B – 8988 FRASERTON COURT BURNABY, BC V5J 5H8 (the “Meeting”).**

The undersigned, being a registered shareholder of **New Age Farm Inc.** (the “Company”), hereby appoints **CARMAN PARENTE**, a director and CEO of the Company, or failing him **ANTHONY CHAN**, a director and CFO (the “Management Nominees”), or instead of either of them, \_\_\_\_\_ as proxyholder for and on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at every adjournment thereof, to the same extent and with the same power as if the undersigned were present at the Meeting, or any adjournment(s) thereof. The undersigned hereby directs the proxyholder to vote the securities of the Company registered in the name of the undersigned specified herein.

**SEE VOTING GUIDELINES ON REVERSE**

**RESOLUTIONS - MANAGEMENT VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT**

**A. Election of Directors**

CARMAN PARENTE	<b>FOR</b>	<input type="checkbox"/>	<b>WITHHOLD</b>	<input type="checkbox"/>
ANTHONY CHAN	<b>FOR</b>	<input type="checkbox"/>	<b>WITHHOLD</b>	<input type="checkbox"/>
C. LORRAINE PIKE	<b>FOR</b>	<input type="checkbox"/>	<b>WITHHOLD</b>	<input type="checkbox"/>
DAVID A JOHNSON	<b>FOR</b>	<input type="checkbox"/>	<b>WITHHOLD</b>	<input type="checkbox"/>

**B. Appointment of Auditors**

Appointment of <b>Adam Kim Sung Ltd., Chartered Accountant</b> as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.	<b>FOR</b>	<input type="checkbox"/>	<b>WITHHOLD</b>	<input type="checkbox"/>
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**C. Approval of the New Age Farm Stock Option Plan**

To ratify and approve the updated New Age Farm Stock Option Plan as more particularly described in the Company’s management information circular.	<b>FOR</b>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>
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**D. Approval of the Warrant Issuance**

To ratify and approve the Warrant Issuance as more particularly described in the Company’s management information circular	<b>FOR</b>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>
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**E. Approval of the Advance Notice Policy**

To ratify and approve the Advance Notice Policy as more particularly described in the Company’s management information circular	<b>FOR</b>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>
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**F. Other Business**

To transact such other business as may properly come before the Meeting or any adjournments thereof.	<b>FOR</b>	<input type="checkbox"/>	<b>AGAINST</b>	<input type="checkbox"/>
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If any amendments or variations to the matters referred to above or to any other matters identified in the notice of meeting are proposed at the Meeting or any adjournment or adjournments thereof, or if any other matters which are not now known to management should properly come before the Meeting or any adjournment or adjournments thereof, this proxy confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matters in accordance with the best judgment of such person.

**This proxy revokes and supersedes all earlier dated proxies and MUST BE SIGNED.**

Signature: \_\_\_\_\_ Date: \_\_\_\_\_, 2017

Please print name: \_\_\_\_\_ Address: \_\_\_\_\_

See VOTING GUIDELINES on reverse

## NOTES TO PROXY

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE COMPANY.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. The shares represented by this proxy will be voted. **If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution.** If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **Each shareholder has the right to appoint a person other than management designees specified above to represent them at the Meeting. Such right may be exercised by inserting in the space provided the name of the person to be appointed, who need not be a shareholder of the Company.**
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its being mailed to the shareholders of the Company.
7. If the shareholder is a Company, the proxy must be executed by an officer or attorney thereof duly authorized, and the shareholder may be required to provide documentation evidencing the signatory's power to sign the proxy.
8. If the shareholder appoints any of the persons designated above, **including persons other than Management Designees**, as proxy to attend and act at the said Meeting:
  - a. the shares represented by the proxy will be voted in accordance with the instructions of the shareholder on any ballot that may be called for;
  - b. where the shareholder specifies a choice in the proxy with respect to any matter to be acted upon, the shares represented by the proxy shall be voted accordingly; and
  - c. **IF NO CHOICE IS SPECIFIED WITH RESPECT TO THE MATTERS LISTED ABOVE, THE PROXY WILL BE VOTED FOR SUCH MATTERS**

To be valid, this proxy form must be received at the office of the Transfer Agent of the Company:

**Integral Transfer Agency, 100 Queen St E, Suite 203, Toronto, ON M5C 1S6, by mail  
or by fax 1-866-695-2204**

**or by email to [support@integraltransfer.com](mailto:support@integraltransfer.com)**

no later than forty eight (48) hours (excluding Saturdays, Sundays and holidays)  
prior to the time of the Meeting:

**1:00 pm Vancouver time on September 1, 2017**, or adjournment thereof.

Late proxies may be accepted or rejected by the Chair of the meeting in his or her discretion, and the Chair is under no obligation to accept or reject any particular late proxy.