



NEW AGE FARM INC.

**NOTICE OF MEETING
AND
MANAGEMENT INFORMATION CIRCULAR**

for

AN ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

August 8, 2017



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON SEPTEMBER 1, 2017

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 Friday, September 1, 2017 at 1:00 p.m.. (Vancouver time) for the following purposes:

1. To receive the audited financial statements of the Company for the year ended December 31, 2016 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 ratify and approve the updated New Age Farm Stock Option Plan as more particularly described in the Company’s management information circular.
5. To ratify and approve the Warrant Issuance as more particularly described in the Company’s management information circular.
6. To ratify and approve the Advance Notice Policy as more particularly described in the Company’s management information circular.
7. To transact such other business as may properly come before the Meeting or any adjournments thereof.

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 31, 2017, 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 31, 2017 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 1:00 p.m. (Vancouver time) on Wednesday, August 30, 2017 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 8th day of August 2017.

NEW AGE FARM INC.

By: (signed) “*Carman Parente*”

Carman Parente
President and Chief Executive Officer

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General Proxy Information

The information contained in this Information Circular, unless otherwise indicated, is as of August 8, 2017.

This Information Circular is being mailed by the management of the Company to everyone who was a shareholder of record of the Company on July 31, 2017 (the “Record Date”), which is the date that has been fixed by the Board of Directors of the Company (the “Board”) as the record date to determine the shareholders who are entitled to receive notice of and to vote at the Meeting.

The Company is mailing this Information Circular in connection with the solicitation of proxies by and on behalf of management for use at the 2017 annual meeting of the shareholders of the Company that is to be held on Friday, September 1, 2017 at 1:00 pm. (Vancouver time) in the boardroom at Unit 114B – 8988 Fraserton Court Burnaby, BC V5J 5H8. The solicitation of proxies will be primarily by mail. Certain employees or directors of the Company may also solicit proxies by telephone, email or in person. The cost of solicitation will be borne by the Company.

The Company is not sending proxy-related materials using notice and access this year. Rather, the Meeting Materials (as defined below) are being sent to both registered and non-registered owners of the Company’s common shares (each a “Share”) in accordance with National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”) and arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to deliver proxy solicitation materials to the beneficial owners of the Shares. The Company may pay the reasonable costs incurred by such persons in connection with such delivery.

If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of Shares have been obtained in accordance with applicable securities laws from the Intermediary (as defined below) holding the Shares on your behalf. By choosing to send these materials to you directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for: (i) delivering these materials to you; and (ii) executing proper voting instructions. Please return your voting instructions as specified in the request for voting instructions or form of proxy delivered to you.

Quorum

A simple majority of affirmative votes cast in person or by proxy at the Meeting is required to pass the resolution(s) described herein as ordinary resolutions and an affirmative vote of 66 and 2/3rds of the votes cast in person or by proxy at the Meeting is required to pass the resolution(s) described herein as special resolutions.

Under the Company’s Articles, two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued shares entitled to vote at the Meeting must be present at the Meeting before any action may validly be taken at the Meeting. If such a quorum is not present in person or by proxy, the Company will reschedule the Meeting.

Currency

In this Circular, except where otherwise indicated, all dollar amounts are expressed in the lawful currency of Canada.

How a Vote is Passed

Voting at the Meeting will be by a show of hands, each shareholder having one vote, unless a poll is requested or otherwise required, in which case each shareholder is entitled to one vote for each share held. In order to approve a motion proposed at the Meeting a majority of greater than 50% of the votes cast will be required (an "ordinary resolution") unless the motion requires a special resolution in which case a majority of 66 2/3% of the votes cast will be required (a "special resolution").

Who Can Vote?

If your name appears on the Company's central securities register maintained by Integral Transfer Agency ("**Integral**"), the Company's registrar and transfer agent, as of the close of business on July 31, 2017, the "**Record Date**", you are entitled to attend and vote at the Meeting. Each Share is entitled to one vote. If your shares are registered in the name of a "nominee" (usually a bank, trust company, securities dealer or other financial institution) you should refer to the section entitled "*Non-Registered Shareholders*", below.

It is important that your shares be represented at the Meeting regardless of the number of shares you hold. If you will not be attending the Meeting in person, the Company invites you to complete, date, sign, and return your form of proxy as soon as possible so that your shares will be represented.

How to Vote

If you are a registered shareholder and eligible to vote, you can vote your shares in person at the Meeting or by signing and returning the accompanying form of proxy (the "**Proxy**") by mail in the return envelope provided or vote using the Internet as indicated on the form. Please see "*Registered Shareholders*" below.

If your shares are not registered in your name but are held by a nominee (usually a bank, trust company, securities broker or other financial institution), please see "*Non-Registered Shareholders*" below.

Registered Shareholders

You are a registered shareholder if your shares are registered in your name on the Company's central securities register maintained by Integral. Registered Shareholders may wish to vote by Proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a Proxy may do so by completing, dating and signing the enclosed form of Proxy and returning it to the Company's transfer agent, Integral Transfer Agent, 100 Queen St East, Suite 203, Toronto, ON M5C 1S6 (Facsimile: 1-866-695-2204) not later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any adjournment(s) or postponement(s) of the Meeting.

Voting in Person

If you plan to vote in person at the Meeting do NOT complete and return the Proxy. Instead, you will need to register with Integral when you arrive at the Meeting and your vote will be taken and counted at the Meeting. If your Shares are registered in the name of a corporation, a duly authorized officer of the corporation may attend on its behalf but documentation indicating such officer's authority should be presented at the Meeting.

Voting by Proxy

If you do not come to the Meeting, you can still make your votes count by voting by mail or fax (*see proxy for instructions*) or by appointing someone who will be there to act as your proxyholder. You can either tell that person how you want to vote or you can let him or her decide for you. You can do this by completing a form of proxy.

What is a Proxy?

A form of proxy is a document that authorizes someone to attend the Meeting and cast your votes for you. A form of proxy is enclosed with this Information Circular. You should use it to appoint a proxyholder, although you can also use any other legal form of proxy.

In order to be valid, you must return the completed form of proxy to the Company's transfer agent, Integral Transfer Agent, 100 Queen St East, Suite 203, Toronto, ON M5C 1S6 (Facsimile: 1-866-695-2204) not later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any adjournment

You May Choose Your Own Proxyholder

YOU CAN CHOOSE ANY INDIVIDUAL TO BE YOUR PROXYHOLDER. IT IS NOT NECESSARY FOR THE PERSON WHOM YOU CHOOSE TO BE A SHAREHOLDER. TO MAKE SUCH AN APPOINTMENT, SIMPLY FILL IN THE PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE ENCLOSED FORM OF PROXY.

To vote your shares, your proxyholder must attend the Meeting. If you do not fill a name in the blank space in the enclosed form of proxy, the persons named in the form of proxy will be deemed to be appointed to act as your proxyholder. These persons are directors and/or officers of the Company (the "**Management Proxyholders**").

Instructing Your Proxy

You may indicate on your form of proxy how you wish your proxyholder to vote your shares. To do this, simply mark the appropriate boxes on the form of proxy. If you do this, your proxyholder MUST vote your shares according to your instructions.

If you do not give any instructions as to how to vote on a particular issue to be decided at the Meeting, your proxyholder can vote your shares as he or she thinks fit.

The Proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting and other matters which may properly come before the Meeting. **It is the intention of the persons designated in the Proxy to vote in accordance with their best judgement on such matters or business.** At the time of printing of this Information Circular, management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting.

Revoking your Proxy if you Change your Mind

If you want to revoke your proxy after you have delivered it, you can do so at any time before it is used. You may do this by

- (a) attending the Meeting and voting in person;
- (b) signing a proxy bearing a later date;
- (c) signing a written statement which indicates, clearly, that you want to revoke your proxy and delivering this signed written statement to the Company at Unit 114B – 8988 Fraserton Court Burnaby, BC V5J 5H8, Attention: Lorraine Pike; or
- (d) any other manner permitted by law.

Your proxy will only be revoked if a revocation is received by 5:00 in the afternoon (Vancouver time) on the last business day before the day of the Meeting, or any adjournment thereof, or delivered to the person presiding at the Meeting before it (or any adjournment) commences. If you revoke your proxy and do not replace it with another that is deposited with us before the deadline, you can still vote your shares but to do so you must attend the Meeting in person.

Only registered shareholders may revoke a proxy. If your shares are not registered in your own name and you wish to change your vote, you must, at least 7 days before the Meeting, arrange for your nominee to revoke your proxy on your behalf (see below under “*Non-Registered Shareholders*”).

Non-Registered Shareholders

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Some shareholders of the Company are “non-registered shareholders” (“**Non-Registered Holders**”) because the shares they own are not registered in their names but are instead registered in the name of an intermediary (an “**Intermediary**”) usually a brokerage firm, bank, or trust company through which they purchased the shares. Sometimes the shares are held in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“CDS”) of which the Intermediary is a participant or in the United States, under the name of Cede & Co. as nominee for The Depository Trust Company which acts as depository for many U.S. brokerage firms and custodian banks.

In accordance with applicable securities law requirements, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Proxy or voting instruction form, as applicable, (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders and seek voting instructions unless a Non-Registered Holder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deliver it to **Integral** as provided above; or
- (b) more typically, be given a voting instruction form **which is not signed by the Intermediary**, and which, when properly completed and signed by the Non-Registered Holder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a “**voting instruction form**” or “**VIF**”) which the Intermediary must follow. Typically, the VIF will consist of a one page pre-printed form. The Non-Registered Holder must properly complete and sign the VIF and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Shares they beneficially own. However, without specific voting instructions, Intermediaries and their agents and nominees are prohibited from voting shares for their clients. **Accordingly, each Non-Registered Shareholder should ensure that voting instructions are communicated to the appropriate party well in advance of the Meeting.**

Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the persons named in the form of proxy or VIF and insert the name of such Non-Registered Holder or such other person’s name in the blank space provided. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or VIF is to be delivered.**

Every Intermediary has its own instructions on how to return the VIF; however, generally, you can submit your VIF as follows:

By Mail or Fax

Complete the enclosed VIF, sign and return it in the envelope provided or by fax to (416) 595 - 9593.

By the Internet

If you want to submit your voting instructions using the Internet, see the enclosed VIF for details.

By Appointing Someone Else

You may also appoint someone else, who need not be a shareholder of the Company, to attend the Meeting and vote for you. Follow the instructions on the enclosed VIF. If you are voting by instruction, you are subject to an earlier deadline so that your nominee has enough time to submit your instructions to us. Every Intermediary has its own procedures to follow, therefore please read your VIF carefully.

Voting in Person

If you plan to vote in person at the Meeting:

- nominate yourself as appointee by printing your name in the space provided on the VIF. Your vote will be counted at the Meeting so do NOT complete the voting instructions on the form;
- sign and return the VIF, following the instructions provided by your Intermediary; and
- register with the transfer agent, Integral, when you arrive at the Meeting.

You may also nominate yourself as proxyholder online, if available, by typing your name in the “Appointee” section on the electronic ballot. If you bring your VIF to the Meeting, your vote will NOT count. Your vote can only be counted if you have returned the VIF in accordance with the instructions above and attend the Meeting and vote in person.

Your Voting Instructions

If you do not specify how you want to vote, the persons named in the VIF as appointees will vote FOR each item of business. If you appointed someone else to attend the Meeting and vote on your behalf, he or she can vote as they see fit.

Revoking your Voting Instructions

A Non-Registered Holder may revoke a VIF or a waiver of the right to receive the Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a VIF or of a waiver of the right to receive Meeting Materials and to vote which is not received by the Intermediary at least seven (7) days prior to the Meeting.

United States Shareholders

This solicitation of proxies involves securities of a corporation incorporated in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act of 1933*, as amended, are not applicable to the Company or this solicitation. Shareholders should be aware that disclosure and proxy solicitation requirements under the securities laws of the provinces of Canada differ from the disclosure and proxy solicitation requirements under United States securities laws. The enforcement by shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia), some of its directors and its executive officers are residents of Canada and a significant portion of its assets and the assets of such persons are located outside the United States. Shareholders may not have standing to bring a claim against a foreign corporation or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign corporation and its officers and directors to subject themselves to a judgment by a United States court.

HOW THE MANAGEMENT PROXYHOLDERS WILL VOTE

If you have appointed the Management Proxyholders as your proxyholder, they will, unless you give other instructions, vote your shares at the Meeting as follows:

- ✓ **FOR** the election of the proposed nominees as directors;
- ✓ **FOR** the appointment of Adam Sung Kim Ltd., Chartered Accountant, as the auditor of the Company;
- ✓ **FOR** the resolution to authorize the directors to fix the remuneration to be paid to the auditor;
- ✓ **FOR** the approval and ratification of the updated New Age Farm Stock Option Plan.
- ✓ **FOR** the approval and ratification of the Warrant Issuance.
- ✓ **FOR** the approval and ratification of the Advance Notice Policy.

PART 2 - VOTING SHARES AND THE PRINCIPAL HOLDERS OF VOTING SHARES

Outstanding New Age Farm Shares

The Company has only one class of shares entitled to be voted at the Meeting, namely, common shares without par value. All issued Shares are entitled to be voted at the Meeting and each has one vote. As of July 31, 2017 there were 129,015,220 Shares issued and outstanding. Only those shareholders of record on July 31, 2017 will be entitled to vote at the Meeting or any adjournment thereof.

To the knowledge of the directors and executive officers of the Company, no person beneficially owns, or exercises control or direction, directly or indirectly, over Shares carrying 10% or more of the voting rights attached to all outstanding Shares of the Company which have the right to vote in all circumstances.

PART 3 - THE BUSINESS OF THE ANNUAL GENERAL MEETING

Financial Statements

The audited consolidated financial statements of the Company for the year ended December 31, 2016 will be placed before you at the Meeting. A copy of these financial statements, together with the auditor's report thereon, and management's discussion and analysis, are available for viewing under the Company's profile on SEDAR, www.sedar.com. Future financial statements will be mailed to those shareholders who return the request for annual and interim financial statement return card included with this Information Circular. See Part 9 "OTHER INFORMATION" below.

Election of Directors

Number of Directors

Management proposes to nominate the four persons named under the heading "Nominees for Election" below for election as directors of the Company (the "**Nominees**"). The term of office of each of the Nominees proposed for election as a director will expire at the Meeting, and each of them, if elected, will serve until the close of the next annual general meeting, unless he resigns or otherwise vacates office before that time or he becomes disqualified to act as a director in accordance with the Articles of the Company. New Age Farm currently has four (4) directors.

Nominees for Election

The following information relating to the nominees for directors is based partly on the Company's records and partly on information received by the Company from the nominees, it states the name of each person proposed to be nominated by management for election or re-election as a director, all offices of the Company now held by him, his principal occupation, the period of time for which he has been a director of the Company, his committee memberships, the number of common shares of the Company beneficially owned by him, directly or indirectly, or over which he exercises

control or direction, other securities of the Company that he owns (options, warrants, etc) and other directorships, as at the date of this Information Circular.

While management does not contemplate that the Nominees will be unable to serve as directors, if prior to the Meeting a vacancy occurs in this slate of Nominees for any reason, the management representatives designated in the Proxy solicited in respect of the Meeting will have the discretionary authority to vote for the election of any other person as director. Proxies received by the directors on which no designation is made will be voted for the Nominees for election as directors or any substitute nominee thereof as may be determined by management, if necessary. The Company has an audit committee, the members of which are indicated below.

-This space intentionally left blank-

Carman Parente^{1,2,3} BC, Canada <i>President, CEO and Director</i> Director since September 27, 2013 (incorporation) Non-Independent	Mr. Parente has been President and CEO of New Age Farm since its inception in 2013. From 2011 to 2013, Mr. Parente was President and Director of Five Nines Ventures Ltd., a publicly traded mining company listed on the CSE. He resigned in order to devote more time to New Age Farm. In 2007, Mr. Parente founded and became the President of NHS Industries Inc., now a fully owned subsidiary of the Company, which owns a five-and-one-half acre greenhouse growing facility. In 2005, Mr. Parente founded Natural Health Solutions, Inc., and has served as its President since that time; the company manufactures and distributes natural health supplements and nutraceuticals across Canada.				
	Board and Committees		Other Directorships		
	Director of the Board Member Audit Committee		NHS Industries Ltd.		
	Securities Held				
	1,501,922 ⁴ common shares 10,068,143 ⁵ common shares 4,200,000 warrants to acquire common shares				
	Options Details				
Date granted	Expiry Date	Exercise Price	Unexercised Options	Value of in-the-money options	
N/A	N/A	N/A	N/A	N/A	

¹ Member of Audit Committee

² In June 2008, Mr. Parente joined the board of directors and management team of Carbon Products Industries Inc. (“CPI”), a company registered in the State of Nevada that trades on the Over the Counter (“OTC”) markets in the United States. CPI is a reporting issuer under British Columbia securities legislation. Mr. Parente was engaged with the mandate to assist that company with an audit and balance sheet cleanup with the ultimate goal being the funding and setup of operations to build CPI into a viable operation. Fernandez Young LLP was engaged to initiate the audit and prepare business models. Unfortunately, this attempt was unsuccessful due to the discovery that the issues were more serious than originally expected, coupled with the 2008 economic downturn that completely hampered CPI’s ability to raise funds. Mr. Parente did not sell any shares of CPI during this process. On August 18, 2009, the BCSC cease traded CPI for failure to file certain records required under NI 51-102. Such cease trade is still in effect as of the date of this Listing Statement. Mr. Parente has continued to try to remedy the cease trade order, including contacting Fernandez Young LLP in January 2011 to reattempt the corporate reorganization of CPI and entered discussions with the law firm of Randolph Linehan & Associates of Rancho Mirage, CA, to represent CPI. During this time he attempted unsuccessfully to obtain CPI’s historic tax records from the U.S. Internal Revenue Services. As of the date of this Listing Statement, CPI remains cease traded by the BCSC and legal assistance has been sought regarding a potential dissolution of CPI. Mr. Parente resigned from CPI in November 2013.

³ NT Mining Corporation (“NT”) is a company registered in the State of Nevada that trades on the OTC market in the United States. NT is a reporting issuer under British Columbia securities legislation. At the time Mr. Parente joined the board of directors of NT, it had already been cease traded by the BCSC; such cease trade order having been issued on August 18, 2009. After joining NT, Mr. Parente was successful in obtaining a full revocation of such cease trade order on December 27, 2012. Mr. Parente resigned from NT in November 2013.

⁴ Shares directly owned

⁵ Shares over which the director has control or direction

<p>Anthony Chan¹ BC, Canada</p> <p><i>CFO and Director</i> Vice President Exploration, Director</p> <p>Director since April 18, 2014</p> <p>Non-Independent</p>	<p>Mr. Chan is a chartered accountant and has been the principal of his own chartered accountancy firm since 2004, providing audit services and financial consulting services to companies listed on the CSE and the TSX Venture Exchange.</p>															
	<table border="1"> <thead> <tr> <th colspan="2">Board and Committees</th> <th colspan="3">Other Directorships</th> </tr> </thead> <tbody> <tr> <td>Director of the Board</td> <td></td> <td colspan="3">Canpac Investments Corp.</td> </tr> <tr> <td>Member Audit Committee</td> <td></td> <td colspan="3">NHS Industries Ltd.</td> </tr> </tbody> </table>	Board and Committees		Other Directorships			Director of the Board		Canpac Investments Corp.			Member Audit Committee		NHS Industries Ltd.		
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	Director of the Board		Canpac Investments Corp.													
	Member Audit Committee		NHS Industries Ltd.													
	<p>Securities Held</p> <p>3,590,000 common shares 1,700,000 warrants to acquire common shares</p>															
	<p>Options Details</p> <table border="1"> <thead> <tr> <th>Date granted</th> <th>Expiry Date</th> <th>Exercise Price</th> <th>Unexercised Options</th> <th>Value of in-the-money options</th> </tr> </thead> <tbody> <tr> <td>N/A</td> <td>N/A</td> <td>N/A</td> <td>N/A</td> <td>N/A</td> </tr> </tbody> </table>	Date granted	Expiry Date	Exercise Price	Unexercised Options	Value of in-the-money options	N/A	N/A	N/A	N/A	N/A					
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N/A	N/A	N/A	N/A	N/A												
<p>C. Lorraine Pike^{2,3} BC, Canada</p> <p><i>Corporate Secretary and Director</i></p> <p>Director since December, 2015</p> <p>Non-Independent</p>	<p>Ms. Pike has more than 20 years' experience in administration and corporate governance. She is an experienced governance professional and served as Corporate Secretary of Barkerville Gold Mines Ltd. (TSXV: BGM) between 2012 and 2014. Since 2014, she has concentrated on growing her consulting business and provides governance and corporate secretarial services to a number of companies working closely with senior management and boards of directors of junior issuers and start-up companies. She holds a Bachelor of Commerce degree in management and leadership, and certificates as a corporate and securities paralegal as well as in general/personnel management and records management. In addition to her consulting work, she is active in the local food and farmers' market movement as the co-owner of an artisan food business with her daughter since 2014.</p>															
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Date granted	Expiry Date	Exercise Price	Unexercised Options	Value of in-the-money options												
Sep 8, 2014	Sep 8, 2019	\$0.05	50,000	nil												
May 5, 2015	May 5, 2020	\$0.20	250,000	nil												

¹ Member of Audit Committee

² See Note 1

³ In April 2013, Ms. Pike was appointed corporate secretary of Barkerville Gold Mines Ltd. a company which was cease traded at the time of her appointment. The cease trade was revoked on July 15, 2013.

<p>David A. Johnson^{1,2} Quebec, Canada</p> <p><i>Director</i></p> <p>Director since November 2016</p> <p>Independent</p>	<p>Mr. Johnson is an attorney and trade-mark agent specializing in corporate law, commercial transactions and intellectual property. Mr. Johnson has several years' experience at the senior management and board level in a variety of companies in public and private corporations and not for profit organizations. Mr. Johnson holds a Bachelor of Arts (Hons.) from Queen's University, a Master of Urban Planning (M.U.P.), Bachelor of Common Law (LL.B.) and a Bachelor of Civil Law (B.C.L.) from McGill University. He has completed the Directors' Education Program at the Rotman School of Management, University of Toronto and has been certified at the Institute of Corporate Directors, (ICD.D), and also completed the International Executive Program for Mining Leadership at the School of Business, Queen's University, a Certificate in Mining Law at Osgoode Hall, York University and the Business Leadership Program for In-House Counsel at the Rotman School of Management, University of Toronto and has been certified by the Canadian Corporate Counsel Association (CIC.C).</p>																																													
	<table border="1"> <thead> <tr> <th colspan="2">Board and Committees</th> <th colspan="3">Other Directorships</th> </tr> </thead> <tbody> <tr> <td colspan="2">Director of the Board</td> <td colspan="3">NHS Industries Ltd.</td> </tr> <tr> <td colspan="2">Member Audit Committee</td> <td colspan="3"></td> </tr> <tr> <th colspan="5">Securities Held</th> </tr> <tr> <td colspan="5">602,903 common shares</td> </tr> <tr> <td colspan="5">700,000 warrants to acquire common shares</td> </tr> <tr> <th colspan="5">Options Details</th> </tr> <tr> <th>Date granted</th> <th>Expiry Date</th> <th>Exercise Price</th> <th>Unexercised Options</th> <th>Value of in-the-money options</th> </tr> <tr> <td>N/A</td> <td>N/A</td> <td>N/A</td> <td>N/A</td> <td>N/A</td> </tr> </tbody> </table>	Board and Committees		Other Directorships			Director of the Board		NHS Industries Ltd.			Member Audit Committee					Securities Held					602,903 common shares					700,000 warrants to acquire common shares					Options Details					Date granted	Expiry Date	Exercise Price	Unexercised Options	Value of in-the-money options	N/A	N/A	N/A	N/A	N/A
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The Company's management recommends that the shareholders vote in favour of the election of the proposed nominees as directors of the Company for the ensuing year.

Unless you give instructions otherwise, the Management Proxyholders intend to vote FOR the nominees named in this Circular.

¹ Member of the Audit Committee

² In July 2017, Mr. Johnson resigned as a director of CDN Jade Mine Resources Inc., a reporting issuer, at a time when the company was cease traded for less than 30 days for failing to file its annual audited financial statements, annual management's discussion and analysis and the certifications of annual filings. The cease trade order is still in effect as of the date of this Circular.

Corporate Cease Trade Orders or Bankruptcy

Save and except as explained above in the individual director profiles, as of the date of this Circular, no proposed nominee for election as a director of the Company is, or has been, within ten years before the date of this Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) was subject to an event that resulted, after the director or executive officer ceased to be director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period or more than 30 consecutive days; or
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

Save and except as explained above, as of the date of this Circular, no proposed nominee for election as a director of the Company is, or has been, subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcy

As of the date of this Circular, no proposed nominee for election as a director of the Company has, within the ten years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interest of the Company and to disclose any interests which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, that directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Except as disclosed in this Information Circular, the financial statements and public releases and filings, to the best of the Company's knowledge, there are no known existing or potential conflicts of interest among the Company and its promoters, directors, officers or other members of management as a result of their outside business interests except that certain of the directors, officers, promoters and other members of management may from time to time serve as directors, officers, promoters and members of management of other public companies, and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of those other companies.

Appointment of the Auditor

Adam Sung Kim Ltd., Chartered Accountant, has served as the Company's auditor since incorporation in 2013. See also Part 7 "AUDIT COMMITTEE – External Auditor Service Fees".

Unless you give instructions otherwise, the Management Proxyholders intend to vote FOR the appointment of Adam Sung Kim Ltd., to serve as auditor of the Company until the next annual meeting of the Company's shareholders and FOR the proposed resolution to authorize the directors of the Company to fix the auditor's remuneration.

Named Executive Officers

As defined under applicable securities legislation, the Company had two "Named Executive Officers" during the financial year ended December 31, 2016 as set out below:

Carman Parente - President and Chief Executive Officer since incorporation on September 27, 2013
 Anthony Chan - Chief Financial Officer since April 18, 2014

Definitions: For the purpose of this Information Circular:

"**CEO**" means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"**CFO**" means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"**closing market price**" means the price at which the Company's security was last sold, on the applicable date,

- a) in the security's principal marketplace in Canada, or
- b) if the security is not listed or quoted on a marketplace in Canada, in the security's principal marketplace;

"**company**" includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

"**equity incentive plan**" means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of IFRS 2 *Share-based Payment*;

"**external management company**" includes a subsidiary, affiliate or associate of the external management company;

"**grant date**" means a date determined for financial statement reporting purposes under IFRS 2 *Share-based Payment*;

"**incentive plan**" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

"**incentive plan award**" means compensation awarded, earned, paid, or payable under an incentive plan;

"**NEO**" or "**named executive officer**" means each of the following individuals:

- a) a CEO;
- b) a CFO;
- c) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the
- d) CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of National Instrument 51-102, for that financial year; and
- e) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year;

"**non-equity incentive plan**" means an incentive plan or portion of an incentive plan that is not an equity incentive plan;

"**option-based award**" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

"**plan**" includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons;

"**replacement grant**" means an option that a reasonable person would consider to be granted in relation to a prior or potential cancellation of an option;

"**repricing**" means, in relation to an option, adjusting or amending the exercise or base price of the option, but excludes any adjustment or amendment that equally affects all holders of the class of securities underlying the option and occurs through the operation of a formula or mechanism in, or applicable to, the option; and

"**share-based award**" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

Compensation Discussion and Analysis

Goals and Objectives

Given the Company's current size and stage of development, the Board has not appointed a compensation committee and accordingly the Board as a whole is responsible for determining the compensation (including long-term incentive in the form of stock options) to be granted to the Company's executive officers and directors to ensure that such arrangements reflect the responsibilities and risks associated with each position. Management directors are required to abstain from voting in respect of their own compensation thereby providing any independent members of the Board with considerable input as to executive compensation.

The Board reviews, on an annual basis, the corporate goals and objectives relevant to executive compensation, evaluates each executive officer's performance in light of those goals and objectives and sets the executive officer's compensation level based, in part, on this evaluation. The Board takes into consideration the Company's overall performance, shareholder returns, and the awards given to executive officers in past years. The Board also considers the value of similar incentive awards to executive officers at comparable listed companies, however, as of the date of this Information Circular, no specific companies or selection criteria for the establishment of a benchmark group have been identified by the Board.

Executive Compensation Program

The Board's compensation philosophy is aimed at attracting and retaining quality and experienced people which is critical to the success of the Company and may include a "pay-for-performance" element which supports the Company's commitment to delivering strong performance for the Shareholders. We believe that adequate and appropriate compensation for our executive officers is key to ensuring the continuity of high quality management who will provide strong leadership and stewardship for the Company.

The Board and its committees must also address the risks associated with the overall executive compensation program. The Audit Committee is responsible for assessing the risks which may arise from the Company's compensation policies and practices and as of the date of this Information Circular they have completed an initial risk assessment with respect to base fees and incentive option grants and the risks they have identified are addressed under their respective headings. The committees intend to conduct a review and report to the Board more fully on these risks and on ways to mitigate these risks as required.

Executive compensation is comprised of three elements: base fees (may be consulting fees) or salary, short-term incentive compensation (discretionary cash bonuses) and long-term incentive compensation (stock options).

At the present time, the compensation program is designed to reward the following objectives:

1. The ongoing day-to-day commitment of our executive team in managing the Company's affairs, fulfilling their job responsibilities, and advancing its business plan. This objective is covered by the base fees paid to our two NEO's; see *Management Contracts* for further details; and
2. The commitment to long-term growth and increased shareholder value as determined through the Company's share price. This objective is covered through the awarding of stock options under our Stock Option Plan. Full details of options awarded to our NEO's is set out under *Incentive Plan Awards*.

Base Fees and Discretionary Bonuses

Base fees or salaries are compensation for ongoing job responsibilities and reflect the level of skills, experience, expertise, and capabilities demonstrated by the executive officers. Executive officers and the board of directors, meet to determine what both sides consider to be fair and reasonable base fees. The board of directors must give final approval of these compensation arrangements. When considering the base compensation to be paid to executive officers the Company must consider the risk that, if the compensation is not adequate, it might result in a high turnover rate of executive officers which could be detrimental to the Company. As an early stage enterprise, however, it is necessary to

strike a balance in this regard so that the compensation is not so high that the Company is unable to meet its obligations to its executive officers over the long term which could result in loss of that officer and the corporate knowledge and expertise that officer represents.

Executive officers are also eligible to receive discretionary bonuses as determined by the Board based on each officer's responsibilities, his achievement of individual and corporate objectives, and the Company's financial performance. Cash bonuses are intended to reward the executive officers for meeting or exceeding individual and corporate performance objectives set by the Board. As at the date of this Circular, the Company has not paid out any such bonuses and has not set any objectives whereby our executive officers might earn such bonuses at this time. It is the intention of the Compensation Committee to review this element of New Age Farm's compensation program during fiscal 2017 to determine the impact, including the benefits and risks that offering short-term incentives to our executives would have on the overall performance of the Company and its management team.

Stock options are an important part of the Company's long-term incentive strategy for its officers, permitting them to participate in any appreciation of the market value of the Company's shares over a stated period of time, and are intended to reinforce commitment to long-term growth and shareholder value. Stock options reward overall corporate performance as measured through the price of the Company's shares and enables executives to acquire and maintain an ownership position in the Company. In 2016, the Board did not award any options to its directors and officers.

Option Based Awards

Executive officers of the Company, as well as directors, employees and consultants, are eligible to participate in the Company's Stock Option Plan to receive grants of stock options. The Board as a whole approves individual stock option grants and the size of the option grant is dependent on, among other things, each officer's level of responsibility, authority, and importance to the Company and the degree to which an officer's long-term contribution to the Company is crucial to its overall long-term success.

Periodic stock option grants ensure that the number of options granted to any particular officer is commensurate with the officer's level of ongoing responsibility within the Company. Before considering further grants, the Board will evaluate the number of options already granted to that officer, the exercise price of the options, and the term remaining on those options. In granting options, the Board might also reference the number of stock options granted to officers of other publicly traded companies that, similar to the Company, are involved in the agricultural land banking industry; or those of other publicly traded Canadian companies of a comparable size to that of the Company in respect of assets. In addition, the Board may consider the effort, time, responsibility, ability, experience, and level of commitment of the executive officer in determining the level of incentive stock option compensation.

Option grants may include vesting provisions thereby encouraging officers to put forth their best efforts to improve the overall performance of the Company, thus increasing share price. In considering the periods for vesting of stock options and for overall stock option grants, the Board must take into account whether these periods could lead to unnecessary or inappropriate risk-taking or short-term decision making. With these considerations in mind, options are generally granted for periods greater than five years thereby encouraging the Board and Management to think of building value over the long-term rather than to take short-term risks. See *Incentive Plan Awards* below.

Options are usually priced at the closing trading price of the Company's shares on the business day immediately preceding the date of grant and the current policy of the Board is that options expire two to ten years from the date of grant. The Company does not have a policy in place whereby a director or executive officer is allowed to purchase financial instruments that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

The Company has a formalized stock option plan for the granting of incentive stock options to its officers, employees, consultants, and Directors.

Benefits and Perquisites

In general, the Company will provide a specific benefit or perquisite when it provides competitive value and promotes retention of executives, or when the perquisite provides shareholder value, such as ensuring the health of executives. The limited perquisites the Company provides its executives may include a parking allowance or a fee for each Board or Audit Committee meeting attended, to assist with their out-of-pocket costs, such benefits and perquisites are set out, respectively, in the Summary Compensation Table below.

Performance Goals and Executive Team

The executive team is comprised of Carman Parente, President and CEO and Anthony Chan, CFO.

As founder of the Company, Mr. Parente was the first to be appointed to the position of President and CEO and has entered into a consulting agreement with the Company to provide services on an ongoing basis to develop the Company's business plan and meet certain strategic goals. In the year ended December 31, 2016 Mr. Parente achieved certain key objectives including negotiating an equity partnership on the Sumas agricampus that freed up resources that allowed for the expansion of the buildout on the Oroville agricampus, acquired several thousand square feet of greenhouse structures at favourable pricing, including the completion of a 5600 square foot state of the art greenhouse on the Oroville agricampus with more construction underway, the planting of the first crops at the Oroville site and the plan of arrangement with the Company's former subsidiary, NHS Industries Ltd ("NHS"). As of the date of the Circular, NHS has become a reporting issuer, has filed a preliminary prospectus and has distributed shares to the New Age Farm shareholders. In addition, early 2017 saw the addition of the Moses Lake agricampus to the Company's growing agricultural land bank. Under the terms of the consulting agreement Mr. Parente has accrued consulting fees in the amount of \$430,000 for the last fiscal year, as set out in the *Summary Compensation Table*, below. Mr. Parente devotes the majority of his time to the affairs of the Company.

Mr. Chan, appointed CFO in April 2014, has accrued fees of \$240,000 in the year ended December 31, 2016 under the terms of his consulting contract which came into effect on May 1, 2015. Mr. Chan is a consultant who provides approximately 50% of his time to his duties with New Age Farm. As the CFO, Mr. Chan is the executive responsible for ensuring the financial health of the Company through financial and risk management, the development of a financial and operational strategy, and the ongoing monitoring of systems designed to preserve the Company's assets and report accurate financial results.

Management Contracts

The directors and executive officers perform all management functions of the Company and the Company has no management agreements or arrangements with any other persons to perform or provide these functions.

Effective May 1, 2015, each of Carman Parente, President & CEO and Anthony Chan, CFO; entered into a management consulting agreement (each a "Management Consulting Agreement") with the Company.

The Agreements set out the following fees payable:

NEO	Consulting Fee	Additional Amounts
Carman Parente	\$ 15,000 per month	The CEO, to ensure the Company's ability to finance its obligations and operations, personally guaranteed a loan for the Company and granted priority over his secured loans with the Company, was granted the following bonus: (a) an accrual, separate and apart from the accrual of section 4.1, of \$150,000 payable upon invoice; and (b) 3,500,000 five year warrants (expiring May 1, 2020) at an exercise price of \$0.15 per share.
Anthony Chan	\$ 7,500 per month	Under the terms of the Management Consulting Agreement the CFO received a signing bonus in the amount 1,000,000 warrants at an exercise price of \$0.15 per share, expiring May 1, 2020.

The Agreements both contain the same clauses and provisions with respect the length of the agreement, termination, and change of control. Each of the Agreements is for a three-year term (May 1, 2015 to May 1, 2018) and will renew automatically for subsequent one year terms. Either party may terminate the Agreement by notifying the other party in writing at least 30 calendar days prior to the end of the term of the Management Consulting Agreement of its intent not to renew. The agreements contain provisions for dismissal without cause or on change of control as set out in the table below:

Why Terminated	Obligation
Terminated with cause	<p>The Consultant will be paid any monies owed for services already performed and will be paid the termination fee (the “Termination Fee”) as set out in the Management Consulting Agreement, which is comprised of</p> <p>(a) at the Company’s election grant of a one year term to exercise vested options with a right to employ ‘net exercise’ or buy-out of any vested stock options for a price equal to the fair market value of the Company’s shares, determined for the 10 days preceding termination and as determined in accordance with accounting principles, multiplied by the number of share options vested less the exercise price thereof; and</p> <p>(b) one year’s average compensation per year of service (including the pro rata amount for partial years) if the Officer is terminated without cause.</p> <p>In the event that the NEO is terminated for cause, he will have the right to receive the Termination Fee regardless of the reason for termination, but, and only, without prejudice to any rights of counter-claim in the event of damages for fraud and without prejudice to the right to recovery for such in the event of judgement (which may not be deducted from Termination Fee amounts payable but may only be recovered once adjudged).</p>
Terminated without cause	The NEO will be entitled to the Termination Fee (see above).
Terminated due to change in control the Company or its assets are sold for cash or stock	The NEO will be entitled to receive the Termination Fee multiplied by a factor of two (2) and two (2%) percent of the aggregate value of a sale of the Company or the company assets.

If the agreements were to be terminated effective as of the date of this Information Circular the Company would be required to pay the following amounts to the NEOs:

NEO	Amount Due on Termination
Carman Parente	\$ 420,000
Anthony Chan	\$ 210,000

Summary Compensation Table

The following table sets out certain information respecting the compensation paid to the CEO and CFO, since the Company’s inception. As at December 31, 2016 no officers, other than as set out below, had a total compensation of more than \$150,000 per year. These individuals are referred to collectively as the “Named Executive Officers” or “NEOs.” Amounts reported in the tables that follow are in CAD dollars and further details and explanations as may be required are provided in the footnotes on each page.

Name and principal position	Year	Salary	Share based Awards	Option Based Awards ¹	Non-equity incentive plan compensation		Pension Value	All other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-Term Incentive Plans			
Carman Parente ² <i>President and CEO</i>	2016	-nil-	-nil-	-nil-	-nil-	-nil-	-nil-	536,000 ³	\$536,000
	2015	-nil-	-nil-	-nil-	-nil-	-nil-	-nil-	\$781,500 ⁴	\$781,500
	2014	-nil-	-nil-	-nil- ⁵	-nil-	-nil-	-nil-	\$251,000 ⁶	\$251,000
Anthony Chan ⁷ <i>CFO</i>	2016	-nil-	-nil-	-nil-	-nil-	-nil-	-nil-	\$305,000 ⁸	\$305,000
	2015	-nil-	-nil-	-nil-	-nil-	-nil-	-nil-	\$243,000 ⁹	\$243,000
	2014	-nil-	-nil-	\$14,400 ¹⁰	-nil-	-nil-	-nil-	\$128,500 ¹¹	\$142,900

¹ Refers to options granted under the New Age Farm Stock Option Plan and is based on the weighted average fair value of stock options granted during the applicable fiscal year. The fair value of the options granted annually is obtained by multiplying the number of options granted by their value established according to the Black Scholes option pricing model assuming the following:

	2016	2015	2014
Risk-free interest rate	.56-.88%	0.6 to 0.77%	1.47%
Expected life	5	5	5
Expected volatility	100%	100%	100%
Dividend yield	0	0	0

² Mr. Parente is the founding President and CEO of New Age Farm, appointed at incorporation on September 27, 2013.

³ Mr. Parente received \$430,000 in consulting fees and \$24,000 in director fees and \$82,000 in share compensation in the year ended December 31, 2016.

⁴ Mr. Parente received \$330,000 in consulting fees and \$24,000 in director fees and 3,500,000 warrants with a fair value of \$451,500 in the year ended December 31, 2015.

⁵ Mr. Parente was granted 900,000 stock options on September 8, 2014. These options were subsequently cancelled by the Company on November 17, 2014.

⁶ Mr. Parente received \$245,000 in consulting fees pursuant to a consulting contract and \$6,000 in director fees in the year ended December 31, 2015.

⁷ Mr. Chan was appointed CFO on April 18, 2014.

⁸ Mr. Chan received \$240,000 in consulting fees pursuant to a consulting contract, \$24,000 in director fees and \$41,000 in share compensation in the year ended December 31, 2016.

⁹ Mr. Chan received \$90,000 in consulting fees pursuant to a consulting contract, \$24,000 in director fees and 1,000,000 warrants with a fair value of \$129,000 in the year ended December 31, 2015.

¹⁰ Mr. Chan was granted 900,000 options on September 8, 2014. He subsequently exercised 100% of such options.

¹¹ Mr. Chan received \$122,500 in consulting fees pursuant to a consulting contract and \$6,000 in director fees in the year ended December 31, 2014.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth particulars of all option-based and share-based awards outstanding for each Named Executive Officer at December 31, 2016. The closing price of New Age Farm's common shares on December 30, 2016, the last trading day of the fiscal year was \$0.12.

Name	Option-based Awards				Share-based Awards ¹		
	Number of Securities underlying unexercised options (#)	Option exercise price (\$)	Option Expiration Date	Value of unexercised in-the-money-options (\$) ²	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Carman Parente <i>President and CEO</i>	-nil- ³	n/a	n/a	n/a	n/a	n/a	n/a
Anthony Chan <i>CFO</i>	-nil- ⁴	n/a	n/a	n/a	n/a	n/a	n/a
TOTAL							

Notes

1. The Company has not granted any share-based awards.
2. Based on the difference between the closing price of the Company's Common Shares on the Canadian Securities Exchange on December 30, 2016 (being the last day the Company's shares traded during the fiscal year ended December 31, 2016) of \$0.12, and the stock option exercise price, multiplied by the number of Common Shares under option.
3. Mr. Parente was granted 900,000 stock options on September 8, 2014. These options were subsequently cancelled by the Company on November 17, 2014.
4. Mr. Chan exercised all his options during the year ended December 31, 2016.

Value Vested or Earned During the Year

The following table sets out the value of incentive plan awards vested or earned by the Named Executive Officers during the financial year ended December 31, 2016. The closing price of New Age Farm's common shares on December 31, 2016, the last trading day of the fiscal year was \$0.12.

Name	Option-based awards- Value vested during the year (\$) ¹	Share awards – Value during the year on vesting (\$) ²	Non-equity incentive plan compensation-Pay-out during the year (\$) ³
Carman Parente <i>President and CEO</i>	n/a	n/a	n/a
Anthony Chan <i>CFO</i>	n/a	n/a	n/a

Notes

1. All options granted during the year ended December 31, 2016 were fully vested upon grant.
2. The Company has not granted any share-based awards.
3. The Company did not pay any non-equity incentive plan compensation during the year ended December 31, 2016.

Value is calculated for options vested during the year on each vesting date. All options granted during the year ended December 31, 2016 were fully vested upon grant. The value is calculated by multiplying the number of shares which may be acquired on exercise on the vesting date by the difference, if any, between the market value of the securities underlying the options on the vesting date and the exercise price of the options.

Pension Plan Benefits

The Company does not have any pension, retirement or deferred compensation plans, including defined contribution plans.

Termination and Change of Control Benefits

The Company did not have any termination or change of control benefits in place for its Named Executive Officers at December 31, 2016 our most recent year-end. The Company entered into management contracts effective May 1, 2015 which agreements do outline provisions relating to termination and change of control; a summary of the terms of these consulting agreements is provided under *Management Contracts*.

Compensation of Directors

All directors of the Company are paid directors' fees of \$2000 per month. In addition, directors are entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors. Directors may also receive bonuses from time to time which the Company awards to directors for serving in their capacity as a member of the board.

Directors are entitled to participate in the Company's stock option plan, which is designed to give each option holder an interest in preserving and maximizing shareholder value over the longer term. Individual grants are determined by an assessment of each individual director's current and expected future performance, level of responsibilities and the importance of their position and contribution to the Company.

Director Compensation Table

This table sets forth information regarding the compensation paid to the Company's non-management director, other than directors who are also Named Executive Officers listed in the "Summary Compensation Table" above, during the fiscal year ended December 31, 2016.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards ¹ (\$)	Non-equity incentive plan compensation (\$)	Pension (\$)	All other compensation (\$)	Total (\$)
C. Lorraine Pike <i>Director</i>	\$24,000	-nil-	-nil-	-nil-	-nil-	\$90,764	\$114,764 ²
David A. Johnson ³ <i>Director</i>	-nil-	-nil-	-nil-	-nil-	-nil-	-nil-	-nil-

Notes

- Refers to options granted under the New Age Farm Stock Option Plan and is based on the weighted average fair value of stock options granted during the applicable fiscal year. The fair value of the options granted annually is obtained by multiplying the number of options granted by their value established according to the Black Scholes option pricing model assuming the following:

	2016	2015	2014
Risk-free interest rate	.56-.88%	0.6 -0.77%	1.47%
Expected life	5	5	5
Expected volatility	100%	100%	100%

- Ms Pike received \$74,364 in consulting fees and \$24,000 in director fees and \$16,400 in share compensation in the year ended December 31, 2016.
- Mr. Johnson was appointed to the Board in November 2016 and did not receive any compensation in the year ended December 31, 2016.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth particulars of all option-based and share-based awards outstanding for each director, who was not a Named Executive Officer, at December 31, 2016. The closing price of New Age Farm's common shares on December 31, 2016, the last trading day of the fiscal year was \$0.12. The option-based awards were granted under the Company's Stock Option Plan.

Name	Option-based Awards				Share-based Awards ¹		
	Number of Securities underlying unexercised options (#)	Option exercise price (\$)	Option Expiration Date	Value of unexercised in-the-money-options (\$) ²	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
C. Lorraine Pike ³ <i>Director</i>	250,000 50,000	\$0.05 \$0.20	Sep 8/19 May 5/20	\$17,500 -nil-	n/a n/a	n/a n/a	n/a n/a
David A. Johnson ⁴ <i>Director</i>	-nil-	n/a	n/a	n/a	n/a	n/a	n/a
TOTAL	300,000						

Notes

1. The Company has not granted any share-based awards.
2. Based on the difference between the closing price of the Company's Common Shares on the Canadian Securities Exchange on December 31, 2016 (being the last day the Company's shares traded during the fiscal year ended December 31, 2016) of \$0.12, and the stock option exercise price, multiplied by the number of Common Shares under option. These options were in-the-money as of December 31, 2016.
3. Ms. Pike was first appointed to the Board on December 1, 2015 and subsequently elected at the Company's 2016 AGM.
4. Mr. Johnson was appointed to the Board on November 30, 2016.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth particulars of the value of option-based awards and share-based awards which vested during the year ended December 31, 2016, and the value of non-equity incentive plan compensation earned during the year ended December 31, 2016 for each director of the Company who was not a Named Executive Officer:

Name	Option-based awards- Value vested during the year (\$) ¹	Share awards – Value during the year on vesting (\$) ²	Non-equity incentive plan compensation-Payout during the year (\$) ³
C. Lorraine Pike <i>Director</i>	-nil-	n/a	n/a
David A. Johnson <i>Director</i>	n/a	n/a	n/a

Notes

1. No options were granted to directors during the year ended December 31, 2016.
2. The Company has not granted any share-based awards.
3. The Company did not pay any non-equity incentive plan compensation during the year ended December 31, 2016.

PART 5 – SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

At present, the Company's only equity compensation plan is its "rolling" stock option plan for directors, officers, employees and consultants of New Age Farm (the "**Stock Option Plan**"), which was initially approved by the shareholders of the Company's former parent effective September 5, 2014. A "rolling" stock option plan is one in which the total number of shares reserved for issuance under the plan may not exceed, at any given time, more than 10% of the Company's issued and outstanding common shares.

The following information is as of December 31, 2016, the Company's most recently completed financial year:

Plan Category	Number of securities to be issued upon exercise of outstanding options¹, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by securityholders	300,000	\$0.18	10,306,431
Equity Compensation plans not approved by securityholders	n/a	n/a	n/a
Total:	300,000		

¹ The Company has a 10% rolling stock option plan, a copy of which is available upon request.

PART 6– WARRANTS ISSUED TO NEOs AND DIRECTORS IN 2016

The Company issued warrants to its officers and directors as retention bonuses in 2016 as follows:

- To Carman Parente, President & CEO and a director, 2,000,000 warrants exercisable at \$0.05 per warrant share for a period of five years from date of grant;
- To Anthony Chan, CFO and a director, 1,000,000 warrants exercisable at \$0.05 per warrant share for a period of five years from date of grant; and
- To C. Lorraine Pike, a director, 400,000 warrants exercisable at \$0.05 per warrant share for a period of five years from date of grant.

PART 7 – THE AUDIT COMMITTEE

National Instrument 52-110 Audit Committees of the Canadian Securities Administrators ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its Circular certain information concerning the constitution of its audit committee and its relationship with its external auditor as set forth below.

The Audit Committee Charter

The Company's audit committee is governed by an audit committee charter, the text of which is attached as Exhibit "A" to this Information Circular.

Composition of Audit Committee

The audit committee is comprised of three directors: C. Lorraine Pike (Chair), David A. Johnson and Carman Parente. Of the members of the committee only David A. Johnson is considered “independent” as that term is defined in applicable securities legislation. Carman Parente is the Chief Executive Officer of the Company and therefore is not independent. C. Lorraine Pike received less than \$75,000 in fees other than director fees in 2016 for her services, and serves as Corporate Secretary. While Ms. Pike is not an executive officer or an employee, the fees paid to Ms. Pike in 2017 will exceed the threshold for independence. As such, the Company intends to recruit an additional independent director with specific expertise in New Age Farm’s industry and to assist it with its strategic goals and in meeting the Audit Committee composition requirements under NI 52-110.

All three audit committee members have the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements and are therefore considered “financially literate”.

Relevant Education and Experience

All of the audit Committee members are businesspersons with experience in financial matters; each has an understanding of accounting principles used to prepare financial statements and varied experience as to the general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavour. In addition, members of the Audit Committee have knowledge of the role of an audit committee in the realm of reporting companies from their years of experience as directors of public and private companies.

Name	Determination of Independence and Financial Literacy
C. Lorraine Pike <i>Audit Committee Chair</i> Non-Independent	Ms. Pike also serves as Corporate Secretary of the Company. Aside from director fees and pay-as-you-go fees for services provided in her role as Corporate Secretary contract fees, Ms. Pike does not receive regular compensation from the Company. Based on receipt of regular services fees, she is deemed to be non-independent. Ms. Pike is an independent business consultant specializing in corporate administration and governance and holds a Bachelor of Commerce degree. She has been involved in all aspects of financial decision-making and brings a level of knowledge and range of business experience that will assist the committee in its oversight role and assist it in making informed decisions.
Carman Parente <i>Audit Committee Member</i> Non-Independent (executive officer)	As CEO, Mr. Parente is not independent. Mr. Parente is a businessman who has founded and managed a number of enterprises, including New Age Farm. He has many years of experience in asset and business management and development in both public companies and the private sector. His background as a member of multiple boards over the last several years provides him with a foundation that will bring valuable insight to this committee.
David A. Johnson <i>Audit Committee Member</i> Independent	Mr. Johnson is an attorney and trademark agent with over 10 years’ experience advising directors and senior officers of public and private companies as well as acting on several boards over the years. He has extensive experience with public companies with an emphasis on mergers and acquisitions, securities and capital markets transactions and corporate governance in the mining and exploration industries. Mr. Johnson has taken: “Financial Literacy” in conjunction with the Business Leadership Program for In-House Counsel offered jointly by the Rotman School of Management at the University of Toronto and the Canadian Corporate Counsel Association; “Financial Reporting and Directors’ Responsibilities” and “Audit Committee: Monitoring and Disclosure” in conjunction with the Directors’ Education Program offered jointly by the Rotman School of Management at the University of Toronto and the Institute of Corporate Directors; and “Introduction to the Q-T and Financial Accounting” in conjunction with the International Executive

Program in Mining Leadership offered by Queen's University. Additionally, Mr. Johnson has been a member of Audit Committees continuously since 2008 on several public companies and reporting issuers namely: Colt Resources Inc., Sphinx Resources Ltd., Genoil Inc., Bitumen Capital Inc., New Age Farm Inc. and CDN Jade Mine Resources Inc. He has also assisted in the preparation of MD&A documents and work closely with auditors in the organization and content of supporting of documents.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year ended December 31, 2016, the Board has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the effective date of NI 52-110, the Company has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Company's Audit Committee Charter attached as Schedule "A" to this Circular.

External Audit Service Fees (by Category)

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice, and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Company to its external auditor, Adam Sung Kim Ltd, Chartered Accountant, for services rendered to the Company since incorporation, by category, are as follows:

Financial Year Ending	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
December 31, 2016	\$19,000	-nil-	-nil-	-nil-
December 31, 2015	\$14,000	-nil-	-nil-	-nil-

Reliance on Exemption

As the Company is a "Venture Issuer" pursuant to relevant securities legislation, the Company is relying on the exemption in Section 6.1 of National Instrument 52-110 – Audit Committees from the requirement of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations) of National Instrument 52-110.

PART 8 - CORPORATE GOVERNANCE

Corporate governance relates to the activities of the board of directors of the Company (the “Board”), the members of which are elected by, and are accountable to, the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Company. The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Company.

National Policy 58-201 *Corporate Governance Guidelines* (“NP 58-201”) establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company’s practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted.

National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (“NI 58-101”) also requires the Company to disclose annually in its Circular certain information concerning its corporate governance practices. As a “venture issuer” the Company is required to make these disclosures with reference to the requirements of Form 58-101F2, this disclosure is provided below.

Board of Directors

The Board is responsible for approving long-term strategic plans and annual operating plans and budgets recommended by management. Board consideration and approval is also required for material contracts and business transactions, and all debt and equity financing transactions.

The Board delegates to management responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company’s business in the ordinary course, managing the Company’s cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans, and annual operating plans.

Structure and Composition

The Board is currently composed of four directors. All of the proposed nominees for election as directors at the Meeting are currently directors of the Company. National Policy 58-201 - Corporate Governance Guidelines suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as “independent” directors under appropriate securities legislation. In determining whether a director is independent, the Board chiefly considers whether the director has a relationship which could, or could be perceived to interfere with the director’s ability to objectively assess the performance of management. The Company has determined independence as follows:

Name	Independent	Determination of Independence
Carman Parente <i>President & CEO</i>	No	Mr. Parente, as President and CEO of the Company, is an “inside” or management director and accordingly is considered “non-independent”.
Anthony Chan <i>CFO</i>	No	Mr. Chan, as CFO of the Company, is an “inside” or management director and accordingly is considered “non-independent”.
C. Lorraine Pike	No	Ms. Pike is an outside director who provides consulting and administrative and governance services. During 2017, Ms. Pike will be non-independent due to the amount of compensation paid to her and her role as Corporate Secretary.
David A. Johnson	Yes	Mr. Johnson is considered independent as he has no ongoing interest or relationship with the Company other than current shareholdings in the Company and serving as a director. As the legal expert on the board of directors, he is called upon by the board to provide legal advice from time to time in this capacity. His compensation for providing such advice does not exceed the threshold for independence.

Mandate of the Board

The mandate of the Board is to manage or supervise the management of the business and affairs of the Company and to act with a view to the best interests of the Company. In fulfilling its mandate, the Board, among other matters, is responsible for reviewing and approving the Company's overall business strategies and its annual business plan, reviewing and approving the annual corporate budget and forecast, reviewing and approving significant capital investments outside the approved budget; reviewing major strategic initiatives to ensure that the Company's proposed actions accord with shareholder objectives; reviewing succession planning; assessing management's performance against approved business plans and industry standards; reviewing and approving the reports and other disclosure issued to shareholders; ensuring the effective operation of the Board; and safeguarding shareholders' equity interests through the optimum utilization of the Company's capital resources. The Board also takes responsibility for identifying the principal risks of the Company's business and for ensuring these risks are effectively monitored and mitigated to the extent reasonably practicable. At this stage of the Company's development, the Board does not believe it is necessary to adopt a written mandate, as sufficient guidance is found in the applicable corporate and securities legislation and regulatory policies. However, the Board intends to review this position and if it deems it appropriate, the Board will move to develop a formal written mandate.

In keeping with its overall responsibility for the stewardship of the Company, the Board is also responsible for the integrity of the Company's internal control and management information systems and for the Company's policies respecting corporate disclosure and communications.

The Board delegates to management, through the Chief Executive Officer and the Chief Financial Officer, responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary course, managing the Company's cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans, and annual operating plans.

Orientation and Continuing Education

There is no formal orientation or training program for new members of the Board. New directors are briefed on strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing company policies and have the opportunity to become familiar with the Company by meeting with the other directors and with the executive officers. Orientation activities are tailored to the particular needs and experience of each director and the overall needs of the Board.

The skills and knowledge of the Board as a whole is such that the Board believes no formal continuing education process is currently required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies. Board members are encouraged to communicate with management, auditors and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Company's records. Those Board members who are required by their professional associations to participate in continuing professional development throughout the year, include courses and seminars that are relevant to their roles as directors and officers to make the most of these educational opportunities. The Corporate Secretary engages in ongoing professional development offered by the Governance Professionals of Canada and reports back to the board on new developments, trends and knowledge. As the Company develops, and the Board size increases, a more formal approach to director education will be implemented.

Ethical Business Conduct

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives. The Board monitors the ethical conduct of the Company and ensures that it complies with applicable legal and regulatory requirements, such as those of relevant securities commissions and stock exchanges and has adopted a formal written Code of Business Conduct and Ethics which will be filed on SEDAR.

The Board is of the view that the fiduciary duties placed on individual directors by the Company's governing corporate and securities legislation and the common law, as well as the restrictions placed by applicable corporate legislation on the individual director's participation in decisions of the Board in which the director has an interest, are sufficient, at present, to ensure that the Board operates independently of management and in the best interests of the Company and its shareholders.

Nomination of Directors

Given its current size and stage of development, the Board has not appointed a nominating committee and these functions are currently performed by the Board as a whole. Nominees are generally the result of recruitment efforts by Board members and proposed directors' credentials are reviewed in advance of a Board meeting with one or more members of the Board prior to the proposed director's nomination.

Compensation

At this time, the Company does not believe its size and limited scope of operations requires a formal compensation committee and the Board as a whole is responsible for determining all forms of compensation (including long-term incentive in the form of stock options) to be granted to the Company's executive officers and to the directors to ensure such arrangements reflect the responsibilities and risks associated with each position.

When determining the compensation of its executive officers in the future, the Board will consider: i) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; ii) providing fair and competitive compensation; iii) balancing the interests of management and the Company's shareholders; and iv) rewarding performance, both on an individual basis and with respect to operations in general. In order to achieve these objectives, it is the Board's intention that compensation paid to its executive officers should consist of three components: i) base salary; ii) discretionary annual bonus based on actual performance relative to pre-set annual operation targets; and iii) long-term incentive in the form of stock options. See Part 4 "EXECUTIVE COMPENSATION – Compensation Discussion and Analysis" above.

Other Board Committees

At the present time, the Board of Directors of the Company has appointed only an audit committee. For further information regarding the mandate of the Company's audit committee, its specific authority, duties and responsibilities, as well as the Audit Committee Charter, see "AUDIT COMMITTEE" in this Information Circular.

As the Company grows, and its operations and management structure become more complex, the Board may find it appropriate to constitute formal standing committees, such as a Corporate Governance Committee, Compensation Committee and Nominating Committee, and to ensure that such committees are governed by written charters and are composed of at least a majority of independent directors.

Assessments

The Board has not implemented a process for assessing its effectiveness. As a result of the Company's size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness on an ad hoc basis.

The Board also monitors but does not formally assess the performance or contribution of individual Board members or committee members.

PART 9 – APPROVAL OF THE AMENDED NEW AGE FARM STOCK OPTION PLAN

Purpose of the New Age Farm Stock Option Plan

The purpose of the Amended New Age Farm Stock Option Plan (the “Stock Option Plan”) is to provide an incentive to New Age Farm’s directors, officers, employees, management companies, and consultants to continue their involvement with the Company, to increase their efforts on the Company’s behalf, and to attract new qualified employees, while at the same time reducing the cash compensation the Company would otherwise have to pay. The Stock Option Plan is also intended to assist in aligning management and employee incentives with the interests of shareholders.

Terms of the Stock Option Plan

A full copy of the Stock Option Plan will be available at the Annual General Meeting for review by shareholders. Shareholders may also obtain copies of the Stock Option Plan from the Company prior to the meeting on written request. The following is a summary of the material terms of the Stock Option Plan:

Number of Shares Reserved. The number of common shares which may be issued pursuant to options granted under the Stock Option Plan will not exceed 10% of the issued and outstanding common shares.

Maximum Term of Options. The term of any options granted under the Stock Option Plan is fixed by the Board of Directors and may not exceed ten years from the date of grant. The options are non-assignable and non-transferable.

Exercise Price. The exercise price of options granted under the Stock Option Plan is determined by the Board of Directors, provided that it is not less than the price permitted by the CSE or such other exchange on which the shares may be listed.

Amendment. The Board of Directors may amend the Stock Option Plan at any time; however, an amendment may not be made without shareholder approval if shareholder approval is necessary to comply with applicable regulatory requirements.

Vesting. The Board of Directors may determine vesting terms, if any.

Termination. Any options granted under the Stock Option Plan will terminate at the end of the period of time (to be determined in each instance by the Board of Directors at the time of grant), that cannot be in excess of one year after the option holder ceases to act as a director, officer, employee or consultant of New Age Farm or any of its affiliates, unless he or she ceases to act on account of death, disability or termination of employment with cause. If a cessation is on account of disability or death, the options terminate on the first anniversary of the cessation, and if it is on account of termination of employment with cause, the options terminate immediately.

Administration. The Stock Option Plan is administered by the Board of Directors of the Company and the Compensation Committee or an employee or senior officer to which such authority is delegated by the Board from time to time.

Board Discretion. The Stock Option Plan provides that, generally, the number of shares subject to each option, the exercise price, the expiry time, the extent to which such option is exercisable, including vesting schedules, and other terms and conditions relating to such options will be determined by the Board of Directors of the Company or senior officer or employee to which such authority is delegated by the Board from time to time and in accordance with exchange requirements.

The New Age Farm Shareholders will be asked at the Meeting to approve, ratify, and affirm by ordinary resolution the New Age Farm Stock Option Plan Resolution in substantially the form of resolution set out below. A full copy of the New Age Farm Stock Option Plan is available to New Age Farm Shareholders upon request and will be available at the Meeting.

Moreover, the approval of Disinterested Shareholders (as hereinafter defined) is required if a stock option plan, together with all of the company’s previously established and outstanding stock option plans or grants, could result at any time in the number of

shares reserved for issuance under stock options granted to Insiders exceeding 10% of the company's issued shares; or grants to Insiders, within a 12-month period, of a number of options exceeding 10% of the issued shares. Although this is not presently the case for New Age Farm, management believes it prudent to obtain Disinterested Shareholder approval of the Stock Option Plan, in the event the situation occurs in the future and, as such, Disinterested Shareholders will be asked at the Meeting to approve this resolution. The allowance to issue more than 10% of the issued shares in the form of options provides management with an additional tool it can use to recruit, retain and incentivize quality personnel.

Shareholders who are not Insiders or associates of Insiders of the Company (the "Disinterested Shareholders") will be asked to approve the Stock Option Plan. "Insider", as defined in the *Securities Act* (British Columbia), includes directors, officers and holders of greater than 10% of the issued share capital of an issuer. As at the date of this Information Circular and based on the information available to New Age Farm, the directors, as a group hold 16,462,968 shares. These holders of these shares will not be entitled to vote on the Stock Option Plan Resolution.

Disinterested Shareholders will be asked to approve the following ordinary resolutions:

“BE IT RESOLVED as an ordinary resolution **THAT:**

1. The Stock Option Plan be and is hereby approved, that in connection therewith a rolling 10% of the issued and outstanding shares from time to time be approved for granting as options and that the board of directors be and they are hereby authorized, without further shareholder approval, to make such changes to the Stock Option Plan as may be required or approved by regulatory authorities and that the reservation under the Stock Option Plan of up to a maximum of 10% of the issued shares of the Company, on a rolling basis, as at the time of granting of the stock option pursuant to the Stock Option Plan be and the same is hereby authorized and approved;
2. The granting of stock options under the Plan, from time to time during the ensuing year, to a single optionee that will exceed 5% of the Company's issued shares or to insiders, as a group, that in aggregate will exceed 10% of the Company's issued shares be and is hereby authorized and approved; and
3. Any director or officer of the Company is hereby authorized for and on behalf of the Company to execute and deliver all documents and instruments and to take such other actions as such director or officer may determine to be necessary or desirable to implement these resolutions and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions."

As at July 31, 2017, the record date, the Company had a total of 129,015,220 common shares issued and outstanding. The Company's management recommends that shareholders vote in favour of the resolution to ratify and approve the Stock Option Plan.

The Board unanimously recommends that shareholders vote FOR the New Age Farm Stock Option Plan Resolution.

PART 10 – APPROVAL OF WARRANT ISSUANCE

Issuance of Securities

The issuance of warrants to directors, officers, employees, finders and consultants is a direct method of incentivizing these consultants, directors, officers and employees to maintain an ongoing stake in the Company, to continue to provide services, to continue their involvement with the Company, to increase their efforts on the Company's behalf, to provide cash inflows to accomplish corporate goals and to preserve cash by providing compensation in securities. The issuance of up to 25,000,000 (twenty-five million) warrants (the "Warrants") at an exercise price to be determined in alignment with the market price of the Company's shares at the time of the Warrant issuance with the Warrants to be valid for 18 months from the date of issuance will provide the Company with the ability to provide retention bonuses, finders fees, and compensation for stakeholders who provide ongoing services to the Company. These stakeholders, in turn, upon exercise of the Warrants, will provide cash inflows to the Company that will be used to further projects, make acquisitions, cover cash flow shortages that may arise during the growing season, and allow the Company to accomplish its long term goals. The Warrants can be converted into up to 25,000,000 common shares in the equity of the Company representing

Shareholders who are not Insiders or associates of Insiders of the Company (the "Disinterested Shareholders") will be asked to approve the Warrant Issuance. "Insider", as defined in the *Securities Act* (British Columbia), includes directors, officers and holders of greater than 10% of the issued share capital of an issuer. As at the date of this Information Circular and based on the information available to New Age Farm, the directors, as a group hold 16,462,968 shares. These holders of these shares will not be entitled to vote on the Stock Option Plan Resolution.

As at July 31, 2017, the record date, the Company had a total of 129,015,220 common shares issued and outstanding. The Company's management recommends that shareholders vote in favour of the resolution to ratify and approve the Warrant Issuance.

Disinterested Shareholders will be asked to approve the following special resolutions:

“BE IT RESOLVED THAT

1. The creation of up to 25,000,000 Warrants in the capital of New Age Farm through any or all of payment for services, acquittal of debt or as finders' fees be and is hereby ratified, approved and affirmed;
2. The Warrants can be issued in one or more tranches at the discretion of the Board of Directors;
3. A total of 25,000,000 authorized and unissued warrant shares are hereby reserved and allotted for issuance upon exercise of the Warrants (the "Warrant Shares") and upon due exercise of the Warrants, the Warrant Shares to which the holder is thereby entitled are hereby authorized to be issued at a price to be determined in accordance with market price of the Company's shares at the time of warrant issuance as fully paid and non-assessable without further resolution; and
4. Any director or officer of the Company is hereby authorized for and on behalf of the Company to execute and deliver all documents and instruments and to take such other actions as such director or officer may determine to be necessary or desirable to implement these resolutions and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions."

As at July 31, 2017, the record date, the Company had a total of 129,015,220 common shares issued and outstanding. The Company's management recommends that shareholders vote in favour of the resolution to ratify and approve the Warrant Issuance.

The Board unanimously recommends that shareholders vote FOR the Warrant Issuance Resolution.

PART 11 – APPROVAL OF ADVANCE NOTICE POLICY

Background and Purpose of the Advance Notice Policy

Effective August 1, 2017, the Board adopted an advance notice policy (the “**Advance Notice Policy**”) for the purpose of providing shareholders, directors and management of the Company with a clear framework for nominating directors of the Company in connection with any annual or special meeting of shareholders.

The purpose of the Advance Notice Policy is to (i) ensure that all shareholders receive adequate notice of director nominations and sufficient time and information with respect to all nominees to make appropriate deliberations and register an informed vote; and (ii) facilitate an orderly and efficient process for annual or, where the need arises, special meetings of shareholders of the Company. The Advance Notice Policy fixes a deadline by which holders of common shares of the Company must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in a written notice to the Company for any director nominee to be eligible for election at such annual or special meeting of shareholders.

A copy of the Company’s Advance Notice Policy is attached to this Information Circular as Schedule “B”. In order to remain effective following termination of the Meeting, the Advance Notice Policy must be ratified, confirmed and approved by the shareholders of the Company at the Meeting.

Terms of the Advance Notice Policy

The following is a brief summary of certain provisions of the Advance Notice Policy and is qualified in its entirety by the full text of the Advance Notice Policy which is attached to this Information Circular as Schedule “B”.

1. Other than pursuant to: (i) a “proposal” made in accordance with Division 7 of the *Business Corporations Act* (British Columbia) (the “BCBCA”); or (ii) a requisition of the shareholders made in accordance with section 167 of the BCBCA, shareholders of the Company must give advance written notice to the Company of any nominees for election to the board of directors.
2. The Advance Notice Policy fixes a deadline by which holders of shares must submit, in writing, nominations for directors to the Secretary of the Company prior to any annual or special meeting of shareholders and sets forth the specific information that such holders must include with their nominations in order to be effective. Unless nominated in accordance with the provisions of the Advance Notice Policy, no person will be eligible for election as a director of the Company.
3. For an annual meeting of shareholders, notice to the Company must be not less than 30 and not more than 65 days prior to the date of the annual meeting; save and except where the annual meeting is to be held on a date less than 50 days after the date on which the first public announcement of the date of such annual meeting was made, in which event notice may be given not later than the close of business on the 10th day following such public announcement.
4. For a special meeting of shareholders (that is not also an annual meeting), notice to the Company must be given not later than the close of business on the 15th day following the day on which the first public announcement of the date of such special meeting was made.
5. In no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of notice by a nominating shareholder as set forth above.
6. To be in proper form, a the notice must include: (a) as to each proposed nominee for election as a director: (i) the name, age, business and residential address of the person; (ii) the principal occupation or employment of the person;

(iii) the citizenship of such person; (iv) the class or series and number of shares in the capital of the Company which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and (v) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the BCBCA and Applicable Securities Laws (as defined in the Advance Notice Policy); and (b) as to the nominating shareholder giving the notice: (i) any proxy, contract, arrangement or understanding pursuant to which such nominating shareholder has a right to vote or direct the voting of any shares of the Company and (ii) any other information relating to such nominating shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the BCBCA and Applicable Securities Laws. The Company may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as an independent director of the Company or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee.

7. No person shall be eligible for election as a director of the Company unless nominated in accordance with the provisions of the Advance Notice Policy; provided, however, that nothing in the Advance Notice Policy shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter that is properly before such meeting pursuant to the provisions of the BCBCA or the discretion of the chairman. The chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the Advance Notice Policy and, if any proposed nomination is not in compliance with such policy, to declare that such defective nomination shall be disregarded.

For the purposes of the Advance Notice Policy, "public announcement" means disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Company under its profile on SEDAR at www.sedar.com.

The Board may, in its sole discretion, waive any requirement of the Advance Notice Policy.

Shareholder Approval of Advance Notice Policy

If approved at the Meeting, the Advance Notice Policy will continue to be effective and in full force and effect in accordance with its terms beyond the termination of the Meeting. Thereafter, the Advance Notice Policy will be subject to an annual review by the Board, and will be updated from time to time to reflect changes required by securities regulatory agencies or stock exchanges, or to conform to industry standards.

If not approved at the Meeting, the Advance Notice Policy will terminate and be of no further force or effect from and after the termination of the Meeting.

Accordingly, at the Meeting the shareholders will be asked to consider, and if deemed advisable, to pass the following resolution:

“BE IT RESOLVED as an ordinary resolution that

1. The Company's advance notice policy (the "Advance Notice Policy") as set forth in the Company's management information circular dated August 8, 2017, be and is hereby ratified, confirmed, authorized and approved;
2. The board of directors of the Company be and is authorized, in its sole discretion, to administer the Advance Notice Policy and amend, alter or modify same from time to time in accordance with the provisions thereof, without further shareholder approval, to reflect changes required by securities regulatory agencies or stock exchanges, to conform to industry standards, or as otherwise determined to be in the best interests of the Company and its shareholders; and

3. Any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver, under the corporate seal of the Company or otherwise, all such deeds, documents, instruments and assurances as in his or her opinion may be necessary or desirable to give effect to the foregoing resolutions.”

The Board recommends a vote “FOR” the approval of the Advance Notice Policy.

PART 12 – OTHER INFORMATION

Indebtedness of Directors and Executive Officers

No one director or executive officer, former director or executive officer, or proposed nominee for election as a Director of the Company, or any associate or affiliate of the foregoing was indebted to the Company in the last completed financial year.

Interest of Certain Persons in Matters to be Acted upon At the Meeting

None of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company’s last completed financial year, none of the other insiders of the Company and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting (other than the election of the directors, the appointment of auditors and approval of the stock option plan).

Interest of Informed Persons in Material Transactions

Other than disclosed elsewhere in this Information Circular, no informed person (as defined below), proposed nominee for election as a director, or any associate or affiliate of any informed person or proposed nominee, has had a material interest, direct or indirect, in any transaction with the Company or any of its subsidiaries or in any proposed transaction since the beginning of the last completed financial year that has materially affected the Company or any of its subsidiaries.

For the above purposes, “informed person” means: (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company; (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company after having purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Other Matters

Management of the Company is not aware of any other matters to come before the Meeting other than as set forth in the Notice of Meeting that accompanies this Circular. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

Additional Information

You may obtain additional information about the Company in its audited annual consolidated financial statements and Management Discussion and Analysis, for the year ended December 31, 2016, copies of which may be obtained without charge upon request by contacting us by email at lp@corpsec.ca - Tel.: (888) 871-3936 ext. 4 or Fax: (778) 372-1790. You may also access the Company’s public disclosure documents through the internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

Financial information regarding the Company is provided in the Company's comparative financial statements and Management Discussion and Analysis for its most recently completed financial year.

Board Approval

The Board of Directors of the Company has approved the contents and the delivery of the Information Circular to its shareholders.

DATED at Vancouver, British Columbia, as of the 8th day of August 2017

BY ORDER OF THE BOARD

(signed) "*Carman Parente*"

Carman Parente
President and Chief Executive Officer

SCHEDULE “A”-AUDIT COMMITTEE CHARTER
**NEW AGE FARM INC.
(the “Company”)**
Audit Committee Charter
1. PURPOSE

1.1. The Audit Committee is ultimately responsible for the policies and practices relating to integrity of financial and regulatory reporting, as well as internal controls to achieve the objectives of safeguarding of corporate assets; reliability of information; and compliance with policies and laws. Within this mandate, the Audit Committee’s role is to:

- a) support the Board of Directors in meeting its responsibilities to shareholders;
- b) enhance the independence of the external auditor;
- c) facilitate effective communications between management and the external auditor and provide a link between the external auditor and the Board of Directors;
- d) increase the credibility and objectivity of the Company’s financial reports and public disclosure.

1.2. The Audit Committee will make recommendations to the Board of Directors regarding items relating to financial and regulatory reporting and the system of internal controls following the execution of the Committee’s responsibilities as described herein.

1.3. The Audit Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors from time to time prescribe.

2. MEMBERSHIP

2.1. Each member of the Audit Committee must be a director of the Company.

2.2. The Audit Committee will consist of at least three members, the majority of whom are neither officers nor employees of the Company or any of its affiliates.

2.3. The members of the Audit Committee will be appointed annually by and will serve at the discretion of the Board of Directors.

3. AUTHORITY

3.1. In addition to all authority required to carry out the duties and responsibilities included in this charter, the Audit Committee has specific authority to:

- a) engage, and set and pay the compensation for, independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities; and
- b) communicate directly with management and any internal auditor, and with the external auditor without management involvement.
- c) Approve interim financial statements and interim MD&A on behalf of the Board of Directors.

4. DUTIES AND RESPONSIBILITIES

4.1. The duties and responsibilities of the Audit Committee include:

- a) recommending to the Board of Directors the external auditor to be nominated by the Board of Directors;
- b) recommending to the Board of Directors the compensation of the external auditor;
- c) reviewing the external auditor’s audit plan, fee schedule and any related services proposals;
- d) overseeing the work of the external auditor;
- e) ensuring that the external auditor is in good standing with the Canadian Public Accountability Board and will enquire if there are any sanctions imposed by the CPAB on the external auditor;

- f) ensuring that the external auditor meets the rotation requirements for partners and staff on the Company's audits;
- g) reviewing and discussing with management and the external auditor the annual audited financial statements, including discussion of material transactions with related parties, accounting policies, as well as the external auditor's written communications to the Committee and to management;
- h) reviewing the external auditor's report, audit results and financial statements prior to approval by the Board of Directors;
- i) reporting on and recommending to the Board of Directors the annual financial statements and the external auditor's report on those financial statements, prior to Board approval and dissemination of financial statements to shareholders and the public;
- j) reviewing financial statements, MD&A and annual and interim earnings press releases prior to public disclosure of this information;
- k) ensuring adequate procedures are in place for review of all public disclosure of financial information by the Company, prior to its dissemination to the public;
- l) overseeing the adequacy of the Company's system of internal accounting controls and internal audit process obtaining from the external auditor summaries and recommendations for improvement of such internal accounting controls;
- m) ensuring the integrity of disclosure controls and internal controls over financial reporting;
- n) resolving disputes between management and the external auditor regarding financial reporting;
- o) establishing procedures for:
 - i. the receipt, retention and treatment of complaints received by the Company from employees and others regarding accounting, internal accounting controls or auditing matters and questionable practices relating thereto; and
 - ii. the confidential, anonymous submission by employees of the Company or concerns regarding questionable accounting or auditing matters.
- p) reviewing and approving the Company's hiring policies with respect to partners or employees (or former partners or employees) of either a former or the present external auditor;
- q) pre-approving all non-audit services to be provided to the Company or any subsidiaries by the Company's external auditor;
- r) overseeing compliance with regulatory authority requirements for disclosure of external auditor services and Audit Committee activities.

4.2. The Audit Committee will report, at least annually, to the Board regarding the Committee's examinations and recommendations.

5. MEETINGS

5.1. The quorum for a meeting of the Audit Committee is a majority of the members of the Committee who are not officers or employees of the Company or of an affiliate of the Company.

5.2. The members of the Audit Committee must elect a chair from among their number and may determine their own procedures.

5.3. The Audit Committee may establish its own schedule that it will provide to the Board of Directors in advance.

5.4. The external auditor is entitled to receive reasonable notice of every meeting of the Audit Committee and to attend and be heard thereat.

5.5. A member of the Audit Committee or the external auditor may call a meeting of the Audit Committee.

5.6. The Audit Committee will meet separately with the President and separately with the Chief Financial Officer of the Company at least annually to review the financial affairs of the Company.

5.7. The Audit Committee will meet with the external auditor of the Company at least once each year, at such time(s) as it deems appropriate, to review the external auditor's examination and report.

5.8. The chair of the Audit Committee must convene a meeting of the Audit Committee at the request of the external auditor, to consider any matter that the auditor believes should be brought to the attention of the Board of Directors or the shareholders.

6. REPORTS

6.1. The Audit Committee will record its recommendations to the Board in written form which will be incorporated as a part of the minutes of the Board of Directors' meeting at which those recommendations are presented.

7. MINUTES

7.1. The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

SCHEDULE “B” - ADVANCE NOTICE POLICY
**NEW AGE FARM INC.
(the “Company”)**
ADVANCE NOTICE POLICY
BACKGROUND

This advance notice policy (the “**Policy**”) has been adopted by the board of directors of the Company with a view providing shareholders, directors and management of the Company with a fair and transparent procedure for nominating directors. This Policy establishes a deadline on or before which a holder(s) of record of the Company’s common shares must submit, in writing, director nominations to the Company prior to any annual or special meeting of shareholders and the information that such holder(s) must include with such nominations in order for any director nominee to be eligible for election at any annual or special meeting of shareholders.

By adopting this Policy, the Company seeks to: (i) establish an orderly and efficient process for electing directors at annual general or, if applicable, special meetings of the Company; (ii) ensure all shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees to make an informed vote with respect to the election of directors after having been afforded reasonable time and information for appropriate deliberation; and (iii) avoid the potentially negative impact of a relatively small group of dissent shareholders taking control of the board of directors of the Company by way of a surprise proxy vote at an annual or special meeting without paying any premium for such control and without providing the remaining shareholders of the Company with the ability to evaluate and vote on any directors nominated by such dissent shareholders.

The Company believes this Policy is in the best interests of the Company, its shareholders and other stakeholders.

1. INTERPRETATION

For purposes of this Policy:

“*Annual Meeting*” means any annual meeting of shareholders of the Company;

“*Applicable Securities Laws*” means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such laws and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission or similar securities regulatory authority of each province and territory of Canada;

“*BCA*” means the *Business Corporations Act* (British Columbia), as amended;

“*Board*” means the board of directors of the Company as constituted from time to time;

“*Nominating Shareholder*” has the meaning ascribed to such term in paragraph 2(c) below;

“*Public Announcement*” means disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Company under its profile on the System of Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com; and

“*Special Meeting*” means any special meeting of shareholders of the Company if one of the purposes for which such meeting is called is the election of directors.

In this Policy, other words and phrases that are capitalized have the meaning assigned in this Policy.

2. NOMINATIONS OF DIRECTORS

2.1. In order to be eligible for election to the Board at any Annual Meeting or Special Meeting of shareholders of the Company, persons must be nominated in accordance with one of the following procedures:

- (a) by or at the direction of the Board, including pursuant to a notice of meeting;
- (b) by or at the direction or request of one or more shareholders pursuant to a "proposal" made in accordance with Division 7 of the BCA, or a requisition of the shareholders made in accordance with section 167 of the BCA; or
- (c) by any person (a "**Nominating Shareholder**"):
 - i. who, at the close of business on the date of giving by the Nominating Shareholder of the notice provided for below and at the close of business on the record date for notice of such meeting, is entered in the central securities register of the Company as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and
 - ii. who complies with the notice procedures set forth in this Policy.

2.2. In addition to any other requirements under applicable laws, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must give notice, which is both timely (in accordance with section 2.3) and in proper written form (in accordance with section 2.4), to the Secretary of the Company at the principal executive offices of the Company.

2.3. A Nominating Shareholder's notice to the Secretary of the Company will be deemed to be timely if:

- (a) in the case of an Annual Meeting, such notice is made not less than 30 nor more than 65 days prior to the date of the Annual Meeting; provided, however, that in the event that the Annual Meeting is to be held on a date that is less than 50 days after the date (the "**Notice Date**") on which the first Public Announcement of the date of the Annual Meeting is made, notice by the Nominating Shareholder is made not later than the close of business on the tenth (10th) day following the Notice Date; and
- (b) in the case of a Special Meeting (which is not also an Annual Meeting) called for the purpose of electing directors (whether or not called for other purposes), such notice is made not later than the close of business on the fifteenth (15th) day following the day on which the first Public Announcement of the date of the Special Meeting is made.

For greater certainty, the time periods for the giving of notice by a Nominating Shareholder as aforesaid shall, in all cases, be determined based on the original date of the applicable Annual Meeting or Special Meeting of shareholders, and in no event shall any adjournment or postponement of an Annual Meeting or Special Meeting or the announcement thereof commence a new time period for the giving of such notice.

2.4. A Nominating Shareholder's notice to the Secretary of the Company will be deemed to be in proper form if:

- (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director, such notice sets forth:
 - i. the name, age, business address and residential address of the person;
 - ii. the principal occupation or employment of the person;
 - iii. the citizenship of such person;
 - iv. the class or series and number of shares in the capital of the Company which are controlled or which are owned beneficially or of record by the person as of the record date for the

meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and

- v. any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the BCA and Applicable Securities Laws; and
- (b) as to the Nominating Shareholder giving the notice, such notice sets forth full particulars regarding any proxy, contract, agreement, arrangement or understanding pursuant to which such Nominating Shareholder has a right to vote or direct the voting of any shares of the Company and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the BCA and Applicable Securities Laws.

The Company shall have the right to require any proposed nominee for election as a director to furnish such additional information as may reasonably be requested by the Company to determine the eligibility of such proposed nominee to serve as an independent director of the Company or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee.

- 2.5.** No person shall be eligible for election as a director of the Company unless nominated in accordance with the provisions of this Policy. Notwithstanding the foregoing, nothing contained in this Policy shall be deemed to restrict or preclude discussion by a shareholder (as distinct from the nomination of directors) at an Annual Meeting or Special Meeting of shareholders of any matter that is properly before such meeting pursuant to the provisions of the BCA or the discretion of the Chairman. The Chairman of any Annual Meeting or Special Meeting shall have the power and duty to determine whether any nomination for election of a director has been made in accordance with the procedures set forth in this Policy and, if any proposed nomination is not in compliance with such procedures, to declare such nomination defective and that it be disregarded.
- 2.6.** Notwithstanding any other provision of this Policy, notice given to the Secretary of the Company pursuant to this Policy may only be given by personal delivery, facsimile transmission or by email (at such email address as may be stipulated from time to time by the Secretary of the Company for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery to the Secretary at the address of the principal executive offices of the Company, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received); provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Vancouver time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the next following day that is a business day.
- 2.7.** The Board may, in its sole discretion, waive any requirement of this Policy.

3. EFFECTIVE DATE

This Policy was approved and adopted by the Board on August 1, 2017 (the "**Effective Date**") and is and shall be effective and in full force and effect in accordance with its terms and conditions from and after such date. Notwithstanding the foregoing, if this Policy is not approved by ordinary resolution of shareholders of the Company present in person or voting by proxy at the next Annual Meeting or Special Meeting of those shareholders validly held following the Effective Date, then this Policy shall terminate and be void and of no further force and effect following the termination of such meeting of shareholders.

This Policy will be subject to an annual review by the Board, and will reflect changes as required from time to time by securities regulatory agencies or stock exchanges, or so as to conform to industry standards.

4. GOVERNING LAW

This Policy shall be interpreted and enforced in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

Adopted by the Board with immediate effect on August 1, 2017