

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

Name of CNSX Issuer: NEW AGE FARM INC. (the "Issuer").

Trading Symbol: NF.

Date: OCTOBER 16, 2017.

Is this an updating or amending Notice: ☐ Yes ☒ No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Issuance: 132,228,577.

Date of News Release Announcing Private Placement: January 20, 2017.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.065

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
David A. Johnson	173,357	\$0.065	n/a	NI45-106 s2.24	512,603	October 16, 2017	Director

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: \$11268.

2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material.

The shares are to be issued in consideration for debt for director fees and services rendered by the Placees.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A.

4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.

The securities are being issued to acquit invoices from the Placees noted above. Each Placee provided services to the Issuer. Each Placee agreed to be paid in shares. Invoices were received between June and October 2017, and \$0.065 was deemed to be the price at which shares would be issued to each Placee.

5. Description of securities to be issued:

The proposed issuance will consist of 173,357 common shares at a deemed price of \$0.05 per share.

- (a) Class COMMON SHARES .
- (b) Number 173,357 .
- (c) Price per security \$0.065 per share .
- (d) Voting rights YES .

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued: N/A

- (a) Number _____ .
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options) _____ .
- (c) Exercise price \$ _____ .
- (d) Expiry date _____ .

7. Provide the following information if debt securities are to be issued: N/A

- (a) Aggregate principal amount _____ .
- (b) Maturity date _____ .

- (c) Interest rate _____ .
- (d) Conversion terms _____ .
- (e) Default provisions _____ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____ .
- (b) Cash N/A _____ .
- (c) Securities N/A _____ .
- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. N/A _____ .
- (f) Exercise price of any options, warrants etc. N/A _____ .
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship _____ .
_____ .
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.). N/A _____ .
11. State whether the private placement will result in a change of control.
NO _____ .
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. _____ .
_____ .
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by Multilateral Instrument 45-102.
2. **Acquisition - N/A**

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 9 Notice of Private Placement is true.

Dated October 16, 2017.

Carman Parente
Name of Director or Senior Officer

"Carman Parente"
Signature

CEO
Official Capacity