

FORM 51-102F3
MATERIAL CHANGE REPORT

CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

New Age Farm Inc. (the “Company” or “New Age”)
106 - 1641 Lonsdale Avenue
North Vancouver, BC V7M 2J5

Item 2 Date of Material Change

August 18, 2014

Item 3 News Release

The information pertaining to this material change was disseminated by news release via the services of Accesswire on August 18, 2014.

Item 4 Summary of Material Change

New Age announced that it will begin trading on the Canadian Securities Exchange (the “Exchange”) on Monday, August 18, 2014 under the symbol NF.

Item 5 Full Description of Material Change

New Age recently completed an Arrangement with Five Nines Ventures Inc. (“Five Nines”), whereby New Age acquired a letter of intent with NHS Industries Ltd. in exchange for issuing shares in New Age to Five Nines. Further details of the terms of the Arrangement can be found in Five Nines' news release dated April 9, 2014 that is available on SEDAR under Five Nines' profile.

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

Pursuant to the Amalgamation, Amalco adopted the name and year end of NHS Industries Ltd. and, based on the exchange of New Age shares for NHS shares, Amalco is considered the acquirer for accounting purposes (commonly referred to as a “Reverse Takeover”). As a result, for financial reporting purposes, the Company is considered to be a continuation of Amalco, the legal subsidiary, except with regard to authorized and issued share capital, which is that of New Age, the legal parent. Following the Amalgamation, New Age has 36,848,091 shares issued and outstanding.

A copy of the news release is attached hereto as Schedule “A”.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

This does not apply.

Item 7 Omitted Information

The Company has not omitted any information.

Item 8 Executive Officer

Carman Parente
Chief Executive Officer
604-880-3144

Item 9 Date of Report

This report is dated August 28, 2014

SCHEDULE A
News Release



New Age Farm Inc.

THIS NEWS RELEASE IS NOT FOR DISTRIBUTION IN THE UNITED STATES OR TO U.S. NEWS AGENCIES

New Age Farm Inc. Approved for Trading on the CSE

August 18, 2014 - Vancouver, BC: New Age Farm Inc. (CSE:NF) (“New Age” or the “Company”) is pleased to announce that it will begin trading on the Canadian Securities Exchange (the “Exchange”) on Monday, August 18, 2014 under the symbol NF.

New Age recently completed an Arrangement with Five Nines Ventures Inc. (“Five Nines”), whereby New Age acquired a letter of intent with NHS Industries Ltd. in exchange for issuing shares in New Age to Five Nines. Further details of the terms of the Arrangement can be found in Five Nines' news release dated April 9, 2014 that is available on SEDAR under Five Nines' profile.

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

Pursuant to the Amalgamation, Amalco adopted the name and year end of NHS Industries Ltd. and, based on the exchange of New Age shares for NHS shares, Amalco is considered the acquirer for accounting purposes (commonly referred to as a “Reverse Takeover”). As a result, for financial reporting purposes, the Company is considered to be a continuation of Amalco, the legal subsidiary, except with regard to authorized and issued share capital, which is that of New Age, the legal parent. Following the Amalgamation, New Age has 36,848,091 shares issued and outstanding.

About NHS Industries Ltd.

NHS is a five and a half acre greenhouse facility in the lower mainland of BC with a 48,000 ft² greenhouse facility, capable of growing 2.4 million 4” potted plants annually. NHS is in the process of formulating innovative proposals for small scale agricultural facilities for exploring multiple avenues for cash flow processes. The company intends to become a beta site for sustainable growing capabilities as well as minimizing all carbon footprints with regard to all its on site operations.

The company is proposing to build an additional 30,000 ft² warehouse / processing facility to supplement the growing capabilities of the existing greenhouse structures. The facility is located minutes from three major Canada – USA border crossings. As well, direct routes to the lower mainland west and to all points east and west along 16th Ave to Hwy 99 and to Hwy 1 makes its location in South Langley an ideal hub.

With the operation expecting to come on line in late 2015, this facility will require significant capital investment in order to provide the range of services demanded by potential clients. Total capital required will be approximately \$3,000,000 and will be put toward:

- Proposed building costs of \$2,000,000
- Geo Thermal Installation of \$500,000
- Environmental Studies of \$25,000.00
- Equipment costs of \$400,000.00
- Miscellaneous \$75,000

This facility will meet a growing demand in the Metro Vancouver and Fraser Valley areas to help smaller growers become more efficient, more productive, implement value added product lines, and reduce waste.



New Age Farm Inc.

ON BEHALF OF THE BOARD OF DIRECTORS

Carman Parente
President and Chief Executive Officer

For further information, please contact:
Carman Parente
604-880-3144

This news release contains forward-looking statements, which relate to future events or future performance and reflect management's current expectations and assumptions. Such forward-looking statements reflect management's current beliefs and are based on assumptions made by and information currently available to the Company. Readers are cautioned that these forward looking statements are neither promises nor guarantees, and are subject to risks and uncertainties that may cause future results to differ materially from those expected. See the cautionary statement "Forward-Looking Statements" and "Risk Factors" in the Company's Listing Statement dated August 1, 2014 available under the Company's profile at www.thecse.com. . These forward-looking statements are made as of the date hereof and the Company does not assume any obligation to update or revise them to reflect new events or circumstances save as required under applicable securities legislation. This news release does not constitute an offer to sell securities and the Company is not soliciting an offer to buy securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

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