

**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 Farm”)  
106 - 1641 Lonsdale Avenue  
North Vancouver, BC V7M 2J5

**Item 2 Date of Material Change**

June 30, 2015

**Item 3 News Release**

The information pertaining to this material change was disseminated via Accesswire on July 8, 2015.

**Item 4 Summary of Material Change**

New Age Farm announced the results of its first annual general meeting of shareholders held on June 30, 2015 (the “Meeting”).

**Item 5 Full Description of Material Change**

New Age Farm is pleased to report that, at the Meeting, the shareholders voted to re-elect Carman Parente, Anthony Chan and Peter Jensen as directors for the ensuing year.

In addition, at the Meeting, the shareholders also approved: (i) re-appointing Adam Kim Sung Ltd., Chartered Accountant as the Company’s auditor and authorizing the directors to fix the auditor’s remuneration; (ii) the Company’s stock option plan; and (iii) board and management’s actions and conduct as disclosed in its financial statements, public releases and filings with regulatory bodies. For more information on these matters, please refer to New Age Farm’s information circular, available on SEDAR ([www.sedar.com](http://www.sedar.com)).

Following the AGM, the Board of Directors (the “Board”) re-appointed Mr. Carman Parente as President and CEO and Mr. Anthony Chan as CFO of the Company. Furthermore, the Board appointed the following members to the Company’s Audit Committee: Peter Jensen (Chair), Carman Parente and Anthony Chan. *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 July 9, 2015

APPENDIX A  
News Release

## **New Age Farm Announces Results of Annual General Meeting**

**July 8, 2015 - Vancouver, BC:** New Age Farm Inc. (CSE:NFB) (OTC:NWGFF) (FSE: ONF) ([www.newagefarminc.com](http://www.newagefarminc.com)) (“New Age Farm” or the “Company”) is pleased to announce the results of its first annual general meeting of shareholders held on June 30, 2015 (the “Meeting”).

The Company is pleased to report that, at the Meeting, the shareholders voted to re-elect Carman Parente, Anthony Chan and Peter Jensen as directors for the ensuing year.

In addition, at the Meeting, the shareholders also approved: (i) re-appointing Adam Kim Sung Ltd., Chartered Accountant as the Company’s auditor and authorizing the directors to fix the auditor’s remuneration; (ii) the Company’s stock option plan; and (iii) board and management’s actions and conduct as disclosed in its financial statements, public releases and filings with regulatory bodies. For more information on these matters, please refer to New Age Farm’s information circular, available on SEDAR ([www.sedar.com](http://www.sedar.com)).

Following the AGM, the Board of Directors (the “Board”) re-appointed Mr. Carman Parente as President and CEO and Mr. Anthony Chan as CFO of the Company. Furthermore, the Board appointed the following members to the Company’s Audit Committee: Peter Jensen (Chair), Carman Parente and Anthony Chan.

The Board would like to thank the shareholders for their ongoing support.

### ***About New Age Farm***

Through its wholly-owned subsidiary, NHS Industries Ltd. (“NHS”), New Age owns a five and a half acre greenhouse facility in the lower mainland of BC with a 48,000 ft<sup>2</sup> 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 facility is located minutes from three major Canada – USA border crossings and direct routes to the lower mainland west and to all points east and west along 16<sup>th</sup> Ave to Hwy 99 and to Hwy 1 make its location in South Langley an ideal hub. NHS 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. 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.

Through its Washington State subsidiary, New Age Farm owns a second property that is located in Sumas, WA, where it intends to offer fully built out turnkey service operations to licensed I-502 tenant-growers who will lease the facilities for production and processing. Two leases are already in place and operations in Washington State will begin as soon as the Company completes its first build out.

For further information about New Age Farm, please consult the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

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### **ON BEHALF OF THE BOARD OF DIRECTORS**

Carman Parente  
President and Chief Executive Officer

For further information, please contact:  
Investor Relations  
Richard Cindric  
604-719-1796

***WWW.NEWAGEFARMINC.COM***

**The Canadian Securities Exchange has neither approved nor disapproved the contents of this news release and accepts no responsibility for the adequacy or accuracy hereof.**

*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 including, but not limited to completion of planned improvements at both the Canadian and US sites on schedule and on budget, the availability of financing needed to complete the Company's planned improvements on commercially reasonable terms, planned occupancy by the tenant-growers, commencement of operations, the ability to mitigate the risk of loss through appropriate insurance policies, and the risks presented by federal statutes that may contradict local and state legislation respecting legalized marijuana. 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.*

*This news release does not constitute an offer of securities for sale in the United States. These securities have not and will not be registered under United States Securities Act of 1933, as amended, or any state securities laws and may not be offered or sold in the United States or to a U.S. Person unless so registered, or an exemption from registration is relied upon.*