

**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**

May 4, 2015

**Item 3 News Release**

The information pertaining to this material change was disseminated via Accesswire on May 4, 2015.

**Item 4 Summary of Material Change**

New Age Farm announced that the common shares of the Company have been made eligible for book-entry delivery and depository services of The Depository Trust Company (the "DTC") to facilitate electronic settlement of transfers of its common shares in the United States. For the US markets, the Company's common shares will trade under the symbol NWGFF and the CUSIP number is the same for both the US and Canada: 64157D108.

New Age Farm announced it had granted 250,000 stock options to certain consultants at an option exercise price of \$0.20 per option share, expiring five years from date of grant

**Item 5 Full Description of Material Change**

The common shares of the Company have been made eligible for book-entry delivery and depository services of The Depository Trust Company (the "DTC") to facilitate electronic settlement of transfers of its common shares in the United States. For the US markets, the Company's common shares will trade under the symbol NWGFF and the CUSIP number is the same for both the US and Canada: 64157D108.

DTC Eligibility means that a public company's securities can be deposited through DTC. DTC serves as the centralized clearinghouse for more than 50 exchanges and equity trading platforms in the U.S., maintaining multiple data and operating centers worldwide and providing strong business continuity and around-the-clock support. Their depository provides custody and asset servicing for securities issued from 131 countries.

Carman Parente, President and CEO of New Age Farm states "the eligibility process enhances capital market efficiencies and reduces the cost incurred in trading New Age shares in the US. With our shares now trading electronically, investors can instantly benefit from greater liquidity and faster execution speeds. Securing DTC eligibility reflects our ongoing efforts to support our growing investor base in the U.S. and abroad."

Benefits to New Age shareholders as a result of becoming DTC approved include reducing the time for stock deposits and withdrawals into brokerage accounts while eliminating the inherent risks associated with the loss and replacement of physical stock certificates. Most large U.S. broker-dealers and banks are DTC participants.

New Age Farm also announces that it has granted 250,000 stock options to certain consultants at an option exercise price of \$0.20 per option share, expiring five years from date of grant.

*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 June 9, 2015

## **New Age Farm Approved for DTC Eligibility**

**May 4, 2015 - Vancouver, BC:** New Age Farm Inc. (CSE:NF) (OTC: NWGFF) ([www.newagefarminc.com](http://www.newagefarminc.com)) ("New Age Farm" or the "Company") is pleased to announce that the common shares of the Company have been made eligible for book-entry delivery and depository services of The Depository Trust Company (the "DTC") to facilitate electronic settlement of transfers of its common shares in the United States. For the US markets, the Company's common shares will trade under the symbol NWGFF and the CUSIP number is the same for both the US and Canada: 64157D108.

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### ***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 square foot 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. With two leases already in place, operations in Washington State are expected to begin in the second half of 2015.

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

### **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](http://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.*