

**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

July 21, 2015

Item 3 News Release

The information pertaining to this material change was disseminated via Accesswire on July 21, 2015.

Item 4 Summary of Material Change

New Age Farm provided an update with respect to site preparations at its Langley, BC green farming campus.

Item 5 Full Description of Material Change

New Age Farm reported it had received a completed geotechnical report with respect to site preparation and soil stability at its Langley site (the “Geotechnical Report”). The Geotechnical Report recommends a multi-stage approach to the site preparation for the planned LEED certified warehouse and sustainable greenhouse modernization. Requests for tenders have been issued for the first phase of the recommendations in the Geotechnical Report (“Phase One”).

This initial phase involves removing all peat in the building areas and replacing it with structural fill. This process of preloading the construction area will pre-compress and consolidate the underlying compressible soil prior to the start of construction. After the complete removal of the peat, a structural fill pad will be constructed in the building footprint area. The structural fill will be compacted in lifts.

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 27, 2015

APPENDIX A
News Release

New Age Farm Langley Update

July 20, 2015 - Vancouver, BC: New Age Farm Inc. (CSE:NFB) (OTC:NWGFF) (FSE: ONF) (www.newagefarminc.com) (“New Age Farm” or the “Company”) has received a completed geotechnical report with respect to site preparation and soil stability at its Langley site (the “Geotechnical Report”). The Geotechnical Report recommends a multi-stage approach to the site preparation for the planned LEED certified warehouse and sustainable greenhouse modernization. Requests for tenders have been issued for the first phase of the recommendations in the Geotechnical Report (“Phase One”).

This initial phase involves removing all peat in the building areas and replacing it with structural fill. This process of preloading the construction area will pre-compress and consolidate the underlying compressible soil prior to the start of construction. After the complete removal of the peat, a structural fill pad will be constructed in the building footprint area. The structural fill should be compacted in lifts.

Carman Parente, President and CEO commented, “We are looking forward to starting Phase One and will work to get as much done as possible while the weather and tradespeople cooperate and accommodate our plans. We will provide further updates on the implementation of the recommendations in the Geotechnical Report as we progress with the project.”

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 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 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 16th 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.

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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.