

**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

April 15, 2015

Item 3 News Release

The information pertaining to this material change was disseminated via Stockwatch and Market News on April 15, 2015.

Item 4 Summary of Material Change

New Age Farm announced that it had issued certain warrants, Common shares and convertible debt to directors, officers and consultants that will allow the Company to defer payment of certain outstanding accruals, acquire equipment and services and allow creditors to convert existing debt into shares at such creditors’ discretion (collectively, the “Securities”).

Item 5 Full Description of Material Change

Warrants

The Company has issued an aggregate total of 8,500,000 warrants to certain officers, directors and consultants (the “Warrants”): each whole Warrant entitles the holder to acquire one Common share in the equity of the Company at a price of \$0.15 per Warrant share, of which 2,000,000 Warrants will expire three years from the date of issuance and the remaining 6,500,000 Warrants will expire five years from date of issuance.

Common Shares

The Company has acquired new equipment at a purchase price of \$30,000 that will be used at its Langley property. In a shares for debt arrangement, the Company has issued 200,000 Common shares at a deemed price of \$0.15 per share to pay for the equipment. As previously announced, the Company has signed leases with two tenants for its Sumas, WA property (see News Releases dated December 15, 2014 and February 20, 2015). Two separate consultants acted as finders and assisted the Company in locating tenants, then negotiating and securing the final lease agreements with tenants. Each such finder has been issued 3,000,000 Common shares in the equity of the Company, for an aggregate total of 6,000,000 finder’s fee shares issued at a deemed price of \$0.15 per share.

Convertible Debt

In addition, the Company amended a previously issued promissory note (the “Promissory Note”) to allow the debt represented by the Promissory Note to be converted into shares at a deemed price of \$0.15 per share at the discretion of its holder.

Private Placement

The Company also announces that it intends to conduct a private placement to raise up to \$250,000 through the sale of up to 1,666,667 Common shares (the “Shares”) at a price of \$0.15 per Share.

The issuance of the Securities is subject to acceptance by the Canadian Securities Exchange. All amounts quoted in this news release are in Canadian funds. All Securities issued in connection with these transactions will be subject to a 4-month and one day hold period.

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 Issues Securities to Insiders, Consultants and Finders and Announces a Private Placement

April 15, 2015 - Vancouver, BC: New Age Farm Inc. (CSE:NF) (www.newagefarminc.com) (“New Age Farm” or the “Company”) announces that it has made certain arrangements to strengthen its financial and operating position by issuing certain warrants, Common shares and convertible debt to directors, officers and consultants that will allow the Company to defer payment of certain outstanding accruals, acquire equipment and services and allow creditors to convert existing debt into shares at such creditors’ discretion (collectively, the “Securities”).

Warrants

The Company has issued an aggregate total of 8,500,000 warrants to certain officers, directors and consultants (the “Warrants”): each whole Warrant entitles the holder to acquire one Common share in the equity of the Company at a price of \$0.15 per Warrant share, of which 2,000,000 Warrants will expire three years from the date of issuance and the remaining 6,500,000 Warrants will expire five years from date of issuance.

Common Shares

The Company has acquired new equipment at a purchase price of \$30,000 that will be used at its Langley property. In a shares for debt arrangement, the Company has issued 200,000 Common shares at a deemed price of \$0.15 per share to pay for the equipment. As previously announced, the Company has signed leases with two tenants for its Sumas, WA property (see News Releases dated December 15, 2014 and February 20, 2015). Two separate consultants acted as finders and assisted the Company in locating tenants, then negotiating and securing the final lease agreements with tenants. Each such finder has been issued 3,000,000 Common shares in the equity of the Company, for an aggregate total of 6,000,000 finder’s fee shares issued at a deemed price of \$0.15 per share.

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Private Placement

The Company also announces that it intends to conduct a private placement to raise up to \$250,000 through the sale of up to 1,666,667 Common shares (the “Shares”) at a price of \$0.15 per Share.

The issuance of the Securities is subject to acceptance by the Canadian Securities Exchange. All amounts quoted in this news release are in Canadian funds. All Securities issued in connection with these transactions will be subject to a 4-month and one day hold period.

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. 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.

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.