

**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

March 10, 2015

Item 3 News Release

The information pertaining to this material change was disseminated by news release via the services of Accesswire on March 10, 2015.

Item 4 Summary of Material Change

New Age announced it had closed escrow on the Washington Property (the “Washington Property”) and that it had arranged a second mortgage (the “Mortgage”) on its Langley, BC property (the “Langley Property”).

Item 5 Full Description of Material Change

The Washington Property

New Age Farm has closed escrow on the purchase of the Washington Property, a 2.69 acre parcel of land in Whatcom County, Washington State for a total purchase price of US\$289,000 as described in the Company’s news release dated November 5, 2014 (available on SEDAR). The Company stated that the acquisition of the Washington Property will allow it to move forward with plans to build turnkey facilities for the two tenant-growers who have signed leases with New Age Farm (see News Releases dated December 15, 2014 and February 20, 2015).

The Mortgage

The Company also announced that it had entered into a second mortgage agreement on its Langley Property in the amount of CAD\$400,000 from a private lender (the “Lender”). The principal amount of the Mortgage is \$400,000 and bears interest at the rate of 15% per year with a term of one year. Proceeds of the Mortgage will be used toward closing costs on the Washington Property and for general working capital purposes. The Company may pre-pay the Mortgage on payment of a three month interest penalty. In connection with the Mortgage, the Company issued 1,000,000 common shares to the Lender. In accordance with applicable securities laws, the common shares will be subject to a four 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 March 18, 2015

New Age Farm Closes Escrow on WA State Property

March 10, 2015 - Vancouver, BC: New Age Farm Inc. (CSE:NF) (www.newagefarminc.com) (“New Age Farm” or the “Company”) is pleased to announce it has closed escrow on the purchase of the 2.69 acre parcel of land in Whatcom County, Washington State for a total purchase price of US\$289,000 (the “Washington Property”) as described in the Company’s news release dated November 5, 2014 (available on SEDAR). The acquisition of the Washington Property will allow the Company to move forward with its plans to build turnkey facilities for the two tenant-growers who have signed leases with New Age Farm (see News Releases dated December 15, 2014 and February 20, 2015).

Carman Parente, President of New Age Farm stated, “Closing escrow on the Washington Property is a significant milestone for the Company as we grow our agricultural land bank. Now that we have possession of the Washington Property, we can start the build-out of our Green Campus and provide our tenants with access to state-of-the-art growing facilities.”

The Company also announces that it has entered into a second mortgage agreement on its Langley, BC property (the “Mortgage”) in the amount of CAD\$400,000 from a private lender (the “Lender”). The principal amount of the Mortgage is \$400,000 and bears interest at the rate of 15% per year with a term of one year. Proceeds of the Mortgage will be used toward closing costs on the Washington Property and for general working capital purposes. The Company may pre-pay the Mortgage on payment of a three month interest penalty. In connection with the Mortgage, the Company has issued 1,000,000 common shares to the Lender. In accordance with applicable securities laws, the common shares will be subject to a four 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.

About the Washington I-502 Marijuana Market

In November 2012, the Washington State Liquor Control Board (“WSLCB”) passed Initiative 502 (“I-502”) pursuant to a vote by the people of the State of Washington. I-502 authorized the WSLCB to regulate and tax recreational marijuana products for persons over twenty-one years of age and thereby created a new industry for the growing, processing and selling of Washington State-regulated recreational marijuana products. A recent WSLCB commissioned report by the Rand organization suggests that there are currently up to 650,000 recreational marijuana users in Washington State, worth approximately \$1.25 - \$1.5 Billion USD in annual sales.

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.