

**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

February 8, 2017

Item 3 News Release

The information pertaining to this material change was disseminated via FSC Newswire on February 8, 2017.

Item 4 Summary of Material Change

New Age Farm announced that it will issue warrants to certain officers, directors and consultants to compensate its team for work performed, to allow it to defer payment of certain obligations, and to acquire ongoing services.

Item 5 Full Description of Material Change

announces that it will issue warrants to certain officers, directors and consultants to compensate its team for work performed, to allow it to defer payment of certain obligations, and to acquire ongoing services. New Age Farm has negotiated these payment terms with its suppliers, payable as warrants, to control cash flow and to fulfill New Age Farm’s policy to provide equity compensation to offer team members the opportunity to hold a financial stake in the Company that aligns their interests with those of shareholders. When equity awards represent a component of compensation and when team members maintain a stake in the Company, they face upside potential and downside risk alongside investors. As of the date of this news release, the Company has issued 10,000,000 warrants to certain of its consultants, officers and directors as part of its compensation program (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, which Warrants will expire three years from the date of issuance. The issuance of the securities described in this news release are subject to acceptance by the Canadian Securities Exchange. All amounts quoted in this news release are in Canadian funds. Securities issued in connection with these transactions may 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 February 8, 2017

APPENDIX A
News Release

New Age Farm Compensation Announcement



February 8, 2017 - Vancouver, BC

New Age Farm Inc. (CSE:NF) (OTC:NWGFF) (FSE:ONF) (www.newagefarminc.com) (“New Age Farm” or the “Company”) announces that it will issue warrants to certain officers, directors and consultants to

compensate its team for work performed, to allow it to defer payment of certain obligations, and to acquire ongoing services. New Age Farm has negotiated these payment terms with its suppliers, payable as warrants, to control cash flow and to fulfill New Age Farm’s policy to provide equity compensation to offer team members the opportunity to hold a financial stake in the Company that aligns their interests with those of shareholders. When equity awards represent a component of compensation and when team members maintain a stake in the Company, they face upside potential and downside risk alongside investors. As of the date of this news release, the Company has issued 10,000,000 warrants to certain of its consultants, officers and directors as part of its compensation program (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, which Warrants will expire three years from the date of issuance. The issuance of the securities described in this news release are subject to acceptance by the Canadian Securities Exchange. All amounts quoted in this news release are in Canadian funds. Securities issued in connection with these transactions may be subject to a 4-month and one day hold period.

About New Age Farm

Washington State

Through its Washington State subsidiary, New Age Farm owns two properties, one located in Sumas, WA, and the other in Oroville, WA, where it offers fully built out turnkey service operations to licensed I-502 tenant-growers who will lease the facilities for production and / or processing. With three leases already in place, operations in Washington State have begun and will expand further as the Company completes its build outs. In compliance with state regulatory requirements, New Age Farm’s facilities feature 24 hour security that enhances the safety and security of the community, our tenant-growers and their operations. All New Age Farm’s tenant-growers hold either Tier 2 or Tier 3 licenses allowing them to produce and / or process marijuana for sale at wholesale to marijuana processor licensees and to other marijuana producer licensees. A Tier 3 license allows for between ten thousand square feet and thirty thousand square feet of dedicated plant canopy while Tier 2 licensees can have up to ten thousand square feet of dedicated plant canopy. Revenue is generated on a base lease rate and the level of service that the tenant-grower requires for its production and / or its processing needs.

Sales of marijuana products in Washington State have surpassed \$200 million in a quarter. The News Tribune reports residents and visitors bought more marijuana than ever before in the second quarter of 2016, based on an analysis of purchase and tax records from two state agencies. In the first quarter of 2016 January, February and March people spent \$54.8 million more on spirits than marijuana, which includes the cost of the products and its associated taxes. By the second quarter April, May and June that gap closed to nearly \$37 million. Those amounts include taxes levied by the state on those products. Spirits sales do not include wine and beer. Marijuana sales include all cannabis products, but not paraphernalia. Marijuana sales in the second quarter of 2016 amounted to nearly \$212 million. Spirits sales in the same period amounted to almost \$249 million. In July, the state closed medical marijuana shops, making all sales go through licensed recreational marijuana storefronts. Sales at retail pot shops shot up by \$66.6 million in the third quarter of the year, to \$278.6 million. Washington voters legalized recreational marijuana in 2012. Earlier this month voters in California, Massachusetts and Nevada approved recreational pot. Colorado, Oregon and Alaska have also legalized recreational marijuana.

About the Washington I-502 Marijuana Market

In November 2012, the Washington State Liquor and Cannabis 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.

British Columbia

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. NHS is in the process of formulating innovative proposals for small scale agricultural facilities for exploring multiple avenues for cash flow processes. Anticipating Canadian federal government regulations regarding the legalization of cannabis for recreational purposes is one avenue that NHS will be exploring. NHS also intends to look at other high value crop possibilities such as hemp and its potential revenue generation. Management’s intent is for NHS to achieve positive cash flow as expeditiously as possible, all the while developing and maintaining multiple product income streams that will foster profitability, rather than relying on a single market sector.

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
cparente@newagefarminc.com

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For Further Information Contact

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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, differences in yield on expected harvests, delays in obtaining statutory approval for marijuana production plans, issues that may arise throughout the grow period, outdoor crops affected by weather, 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.