

**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

March 2, 2017

Item 3 News Release

The information pertaining to this material change was disseminated via FSC Newswire on March 2, 2017.

Item 4 Summary of Material Change

New Age Farm announced it has entered into a letter of agreement (the “LOA”) with a local contractor (the “Contractor”) to begin site preparation work on its Langley facility for the future build out of the planned processing, cold storage, and dry storage warehouse (the “Warehouse”).

Item 5 Full Description of Material Change

New Age Farm has entered into a letter of agreement (the “LOA”) with a local contractor (the “Contractor”) to begin site preparation work on its Langley facility for the future build out of the planned processing, cold storage, and dry storage warehouse (the “Warehouse”). Under the terms of the LOA, the Contractor will bulk excavate up to 65,000 cubic yards of peat from designated areas, screen it on site and backfill all excavated peat areas with structural fill to support the foot print of the Warehouse. The Contractor estimates approximately 7,900 truckloads of material will be handled at an average cost of \$250 per truckload. The Company and the Contractor have further agreed to exchange the equivalent of \$2 million of peat value and additional dumpage fees to offset the cost of the excavation, trucking and labour costs. This work is the first step in readying the site for the construction of a 50,000 square foot Tilt-up concrete warehouse structure. Tilt-up concrete construction has been chosen for the Warehouse because of the method’s proven advantages that include speed, safety and construction cost benefits. The Warehouse will serve the Langley facility’s on site tenant-growers and grower/processors from the surrounding community.

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 April 10, 2017

APPENDIX A
News Release



New Age Farm Issues \$2 Million Contract to Start Site Preparation for Buildout at its Langley Facility

March 2, 2017- Vancouver, BC

New Age Farm Inc. (CSE:NFX) (OTC:NWGFF) (FSE:ONF) (www.newagefarminc.com) (“New Age Farm” or the “Company”), is pleased to announce it has entered into a letter of agreement (the “LOA”) with a local contractor (the “Contractor”) to begin site preparation work on its Langley facility for the future build out of the planned processing, cold storage, and dry storage warehouse (the “Warehouse”). Under the terms of the LOA, the Contractor will bulk excavate up to 65,000 cubic yards of peat from designated areas, screen it on site and backfill all excavated peat areas with structural fill to support the foot print of the Warehouse. The Contractor estimates approximately 7,900 truckloads of material will be handled at an average cost of \$250 per truckload. The Company and the Contractor have further agreed to exchange the equivalent of \$2 million of peat value and additional dumpage fees to offset the cost of the excavation, trucking and labour costs. This work is the first step in readying the site for the construction of a 50,000 square foot Tilt-up concrete warehouse structure. Tilt-up concrete construction has been chosen for the Warehouse because of the method’s proven advantages that include speed, safety and construction cost benefits. The Warehouse will serve the Langley facility’s on site tenant-growers and grower/processors from the surrounding community.

Carman Parente, President and CEO of New Age Farm said, “We are pleased to be getting underway with this project which will build value into the Langley facility that will benefit our shareholders now and in the future as construction completes and the planned spin out is finalized later this spring.”

About New Age Farm British Columbia

Through its wholly-owned subsidiary, NHS Industries Ltd. (“NHS”), New Age Farm owns a five and a half acre facility in the lower mainland of BC that includes a 48,000 square foot greenhouse. 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.

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.

About the Washington I-502 Marijuana Market

Sales of marijuana products in Washington State have for the first time 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.

<http://www.thenewstribune.com/news/business/article115802063.html>

For further information about New Age Farm, please consult the Company's profile on SEDAR at www.sedar.com. Visit the Company's website at www.newagefarminc.com for more information and to view a video of the Oroville facility: <http://newagefarminc.com/>

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On Behalf of the Board Of Directors

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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, 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.