

**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**

May 7, 2017

**Item 3 News Release**

The information pertaining to this material change was disseminated via FSC Newswire on May 7, 2017.

**Item 4 Summary of Material Change**

New Age Farm announced it has issued an aggregate total of 10,000,000 warrants (the "Warrants") wherein each whole Warrant entitles the holder to acquire one Common share in the equity of the Company at a price of \$0.10 per Warrant share, which Warrants will expire three years from the date of issuance.

**Item 5 Full Description of Material Change**

The Company has issued an aggregate total of 10,000,000 warrants (the "Warrants") wherein each whole Warrant entitles the holder to acquire one Common share in the equity of the Company at a price of \$0.10 per Warrant share, which Warrants will expire three years from the date of issuance. It is New Age Farm's policy to provide compensation to members of its team in cash and securities. Equity awards provide the opportunity for service providers, directors and officers to hold a stake in the Company. It serves to align their interests with those of shareholders as it puts them in the position to experience upside potential and downside risk alongside investors. 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 are 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 May 17, 2017

APPENDIX A  
News Release

## New Age Farm Issues Securities



May 7, 2017 - Vancouver, BC

New Age Farm Inc. (CSE:NF) (OTC:NWGFF) (FSE:ONF)  
([www.newagefarminc.com](http://www.newagefarminc.com)) (“New Age Farm” or the “Company”)

announces that it has made arrangements to strengthen its financial and operating position by issuing certain warrants to consultants that will allow the Company to defer payment of certain obligations, and acquire ongoing services (collectively, the “Securities”). The Company has issued an aggregate total of 10,000,000 warrants (the “Warrants”) wherein each whole Warrant entitles the holder to acquire one Common share in the equity of the Company at a price of \$0.10 per Warrant share, which Warrants will expire three years from the date of issuance. It is New Age Farm’s policy to provide compensation to members of its team in cash and securities. Equity awards provide the opportunity for service providers, directors and officers to hold a stake in the Company. It serves to align their interests with those of shareholders as it puts them in the position to experience upside potential and downside risk alongside investors. 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 are 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 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 three leases already in place, operations in Washington State have begun in Oroville and will expand further as the Company completes its build out.

#### *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.

#### *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, 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 16<sup>th</sup> 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.

For further information about New Age Farm, please consult the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

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**On Behalf of the Board Of Directors**

Carman Parente  
President and Chief Executive Officer  
[cparente@newagefarminc.com](mailto:cparente@newagefarminc.com)

**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, the availability of contractors and materials, planned occupancy by the tenant-growers, commencement of operations, weather and other natural factors that may affect agriculture based businesses, 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.*