

**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 19, 2017

**Item 3 News Release**

The information pertaining to this material change was disseminated via FSC Newswire on May 19, 2017.

**Item 4 Summary of Material Change**

New Age Farm announced it has granted 10,000,000 stock options exercisable into Common shares of the Company at a price of \$0.095 per Common share, expiring two years from date of grant, as part of its consultant compensation program.

**Item 5 Full Description of Material Change**

The Company announced that as it continues to execute its strategic growth plan, that it has engaged outside market awareness consultants to provide services pertaining to the Company's marketing strategy. The consultants have agreed to accept stock options that can be exercised as compensation for the services to be provided. This will assist the Company to preserve its cash reserves for future projects. When consultants have the opportunity to hold an equity stake in the Company it helps align their interests with those of other shareholders. As of the date of the news release, the Company has granted 10,000,000 stock options exercisable into Common shares of the Company at a price of \$0.095 per Common share, expiring two years from date of grant, as part of its consultant compensation program. The issuance of the securities described in this news release is subject to acceptance by the Canadian Securities Exchange. All amounts quoted in this news release are in Canadian funds.

*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 29, 2017

APPENDIX A  
News Release

## New Age Engages Market Consultants

May 19, 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 as it continues to execute its strategic growth plan, that it has engaged outside

market awareness consultants to provide services pertaining to the Company’s marketing strategy. The consultants have agreed to accept stock options that can be exercised as compensation for the services to be provided. This will assist the Company to preserve its cash reserves for future projects. When consultants have the opportunity to hold an equity stake in the Company it helps align their interests with those of other shareholders. As of the date of this news release, the Company has granted 10,000,000 stock options exercisable into Common shares of the Company at a price of \$0.095 per Common share, expiring two years from date of grant, as part of its consultant compensation program. The issuance of the securities described in this news release is subject to acceptance by the Canadian Securities Exchange. All amounts quoted in this news release are in Canadian funds.

### ***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, this 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 expediently 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. 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, 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.*