

**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**

August 4, 2017

**Item 3 News Release**

The information pertaining to this material change was disseminated via FSC Newswire on August 4, 2017.

**Item 4 Summary of Material Change**

New Age Farm announced

1. that its Board of Directors of the Company has approved an Advance Notice Policy effective August 1, 2017, which will be presented to shareholders of the Company for ratification at the Company's annual general meeting on September 1, 2017;
2. the date of its 2017 Annual General and Special Meeting of shareholders;
3. a debt settlement arrangement between New Age Farm and its former subsidiary, NHS Industries Ltd.

**Item 5 Full Description of Material Change**

**1. Advance Notice Policy**

The Advance Notice Policy includes, among other things, a provision that requires advance notice be given to the Company in circumstances where nominations of persons for election to the Board are made by shareholders of the Company, other than pursuant to (i) a requisition of meeting or (ii) a shareholder proposal made pursuant to the provisions of the *Business Corporations Act* (British Columbia), in order for any director nominee to be eligible for election at any annual or special meeting of shareholders of the Company. Additionally, the Advance Notice Policy sets a deadline by which holders of common shares of the Company must submit director nominations to the Company prior to any annual or special meeting of shareholders, sets forth the information that a shareholder must include in the notice to the Company, and establishes the form in which the shareholder must submit the notice for that notice to be in proper written form.

In the case of an annual meeting of shareholders, notice to the Company must be made not less than 30 days and not more than 65 days prior to the date of the annual meeting. However, in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the tenth day following such public announcement.

In the case of a special meeting of shareholders (which is not also an annual meeting) notice to the Company must be made not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting was made.

**2. The Meeting**

An annual general and special meeting (the “**Meeting**”) of the shareholders of New Age Farm will be held on Friday, September 1, 2017. Meeting materials containing full details will be sent to all those shareholders who held shares as of July 31, 2017. Mailing of the meeting materials will take place approximately three weeks before the Meeting date and will also be available on SEDAR after the mailing date. If shareholders have any questions regarding the Meeting, they should contact the Corporate Secretary. Ms. Pike can be reached by phone at 888-871-3936 or by email at *lpike (at) newagefarminc.com*.

**3. Loan with Former Subsidiary**

New Age Farm further announces that it has reduced the principal owing on an intercompany loan between New Age Farm and its former subsidiary, NHS Industries Ltd. In preparation for the final steps before the anticipated listing of the NHS common shares on the Canadian Securities Exchange, the two companies have agreed that NHS will accept 3,000,000 common shares in the equity of New Age Farm thereby reducing the amount owing between the two companies by \$300,000. The issuance of the New Age Farm shares is subject to regulatory approval and will be subject to a four month and one day hold from date of issuance.

*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 August 14, 2017

APPENDIX A  
News Release



## New Age Farm Adopts Advance Notice Policy

August 4, 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 the Board of Directors of the Company has approved an Advance Notice Policy effective August 1, 2017, which will be presented to shareholders of the Company for ratification at the Company's annual general meeting on September 1, 2017.

The Advance Notice Policy includes, among other things, a provision that requires advance notice be given to the Company in circumstances where nominations of persons for election to the Board are made by shareholders of the Company, other than pursuant to (i) a requisition of meeting or (ii) a shareholder proposal made pursuant to the provisions of the *Business Corporations Act* (British Columbia), in order for any director nominee to be eligible for election at any annual or special meeting of shareholders of the Company. Additionally, the Advance Notice Policy sets a deadline by which holders of common shares of the Company must submit director nominations to the Company prior to any annual or special meeting of shareholders, sets forth the information that a shareholder must include in the notice to the Company, and establishes the form in which the shareholder must submit the notice for that notice to be in proper written form.

In the case of an annual meeting of shareholders, notice to the Company must be made not less than 30 days and not more than 65 days prior to the date of the annual meeting. However, in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the tenth day following such public announcement.

In the case of a special meeting of shareholders (which is not also an annual meeting) notice to the Company must be made not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting was made.

The full text of the Advance Notice Policy is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

### ***The Meeting***

An annual general and special meeting (the “**Meeting**”) of the shareholders of New Age Farm will be held on Friday, September 1, 2017. Meeting materials containing full details will be sent to all those shareholders who held shares as of July 31, 2017. Mailing of the meeting materials will take place approximately three weeks before the Meeting date and will also be available on SEDAR after the mailing date. If shareholders have any questions regarding the Meeting, they should contact the Corporate Secretary. Ms. Pike can be reached by phone at 888-871-3936 or by email at [lpike \(at\) newagefarminc.com](mailto:lpike@newagefarminc.com).

### ***Loan with Former Subsidiary***

New Age Farm further announces that it has reduced the principal owing on an intercompany loan between New Age Farm and its former subsidiary, NHS Industries Ltd. In preparation for the final steps before the anticipated listing of the NHS common shares on the Canadian Securities Exchange, the two companies have agreed that NHS will accept 3,000,000 common shares in the equity of New Age Farm thereby reducing the amount owing between the two companies by \$300,000. The issuance of the New Age Farm shares is subject to regulatory approval and will be subject to a four month and one day hold from date of issuance.

***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](http://www.sedar.com). Visit the Company's website at [www.newagefarminc.com](http://www.newagefarminc.com) for more information and to view a video of the Oroville facility: <http://newagefarminc.com/>

###

**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**

Catherine Jones  
Corporate Communications  
[corpcom@newagefarminc.com](mailto:corpcom@newagefarminc.com)  
(888) 871-3936

[WWW.NEWAGEFARMINC.COM](http://WWW.NEWAGEFARMINC.COM)

Follow us



**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.*