

**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 23, 2018

**Item 3 News Release**

The information pertaining to this material change was disseminated via FSC Newswire on May 23, 2018.

**Item 4 Summary of Material Change**

New Age Farm announced that Benjamin Martch, CEO of the Company’s wholly owned subsidiary, We Are Kured LLC (“Kured”) was appointed to the Board of Directors of New Age Farm. Carman Parente, founding CEO is stepping down from this role and Mr. Martch will also assume the role of Interim CEO.

**Item 5 Full Description of Material Change**

As a member of New Age Farm’s Board of Directors, Mr. Martch will be better positioned to align with the Company’s strategic planning, providing advice and guidance on the CBD industry and to utilize his experience in the US cannabis sector to assist with the Company’s Washington State business interests. Benjamin Martch is an active cannabis marketing entrepreneur and leader who has been involved in the industry in Colorado, Oregon and California. His experience is an asset to New Age Farm.

Mr. Martch will also be taking on the role of Interim CEO of New Age Farm following the resignation of Mr. Carman Parente from the role. Mr. Parente has decided to resign this post to provide him more time to spend with family. Mr. Parente will remain on the Board of Directors and continue in his role as President of the Company.

*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

President

**Item 9 Date of Report**

This report is dated June 3, 2018

APPENDIX A  
News Release



## New Age Farm Announces Changes in Leadership

May 22, 2018 - 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”) is pleased to update its stakeholders on changes to the Company’s leadership. In December 2017, the Company expanded into hemp derived Cannabidiol (“CBD”) when it acquired We Are Kured, LLC (“Kured”), an online CBD and lifestyle company. The Company is now pleased to announce that Benjamin Martch, CEO of Kured has agreed to join the Board of Directors of New Age Farm. As a member of New Age Farm’s Board of Directors, Mr. Martch will be better positioned to align with the Company’s strategic planning, providing advice and guidance on the CBD industry and to utilize his experience in the US cannabis sector to assist with the Company’s Washington State business interests. Benjamin Martch is an active cannabis marketing entrepreneur and leader who has been involved in the industry in Colorado, Oregon and California. His experience is an asset to New Age Farm.

Mr. Martch will also be taking on the role of Interim CEO of New Age Farm following the resignation of Mr. Carman Parente from the role. Mr. Parente has decided to resign this post to provide him more time to spend with family. Mr. Parente will remain on the Board of Directors and continue in his role as President of the Company.

Mr. Martch, newly appointed Interim CEO of New Age Farm, commented, “The Company is pleased that Mr. Parente, who founded the Company, will remain in a senior leadership role for the foreseeable future, where he can share his historical knowledge of the Company, its assets and its operations. We are excited at the opportunities that abound in the cannabis and CBD sectors and look forward to moving New Age Farm forward in this dynamic industry. We want to thank Mr. Parente for his years of leadership as founding CEO of the Company; he is handing over the reins to a company with money in the till and promising projects that we are keen to move forward and expand upon.”

### ***About New Age Farm***

New Age Farm is an agricultural services company offering unique turnkey growing infrastructure and services for licensed growers and processors of luxury marijuana crops at its agri-campuses in Washington State. In November 2012, the Washington State Liquor and Cannabis Board (“WSLCB”) passed Initiative 502 (“I-502”). 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. New Age Farm provides innovative solutions for growers and processors in this burgeoning industry.

### ***About We Are Kured, LLC***

Kured is a wholly owned subsidiary of New Age Farm, acquired in December 2017. Kured is building an innovative online CBD and lifestyle company. Kured has partnered with best in class hemp cultivators, edible manufacturers, cutting edge product formulators to develop, market and distribute multiple lines of CBD products including, but not limited to, CBD vaporizer pens, topicals, gel capsules and more. All of We Are Kured’s products are 100% THC free and will be available for purchase internationally. THC, or tetrahydrocannabinol, is the primary active ingredient in cannabis. Kured expects to launch its first product, a fully loaded, 250 mg disposable terpene infused, hemp derived CBD vaporizing pen shortly. The vape pens will be available in three variations: Sunshine (Sativa blend), Moonlight (Indica blend) and Anytime (hybrid blend). Please bookmark <http://wearekured.com>, where Kured is in the process of building out a full website where consumers will be able to learn more about the company and purchase its products.

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

**On Behalf of the Board Of Directors**

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