

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Reporting Issuer

New Age Brands Inc. (the “**Company**”)
Suite 810 - 789 West Pender Street
Vancouver, BC V6C 1H2

Item 2. Date of Material Change

August 20, 2018

Item 3. News Release

A news release was disseminated on August 29, 2018 through Newsfile Corp. and subsequently filed on SEDAR.

Item 4. Summary of Material Changes

The Company announced the acquisition of two marijuana properties in the state of Oregon.

In connection with the acquisition, the Company issued a total of 73,164,000 common shares as consideration for the properties and paid a finder's fee of 3,658,200 common shares to an arm's-length party.

Item 5. Full Description of Material Change

The Company announced the acquisition of two marijuana properties in the state of Oregon.

Cave Junction, Oregon

The Cave Junction property consists of 11 acres divided into two separate legal lots. Cave Junction, Oregon, is historically known as one of the best microclimates in the world for successful outdoor cultivation of cannabis. The property, which was previously the Althouse Nursery, was converted into a state-of-the-art outdoor and greenhouse cannabis cultivation facility in 2015. Since then, the property has been operated by Trellis Farms, an experienced and successful cannabis cultivation company. Currently, Trellis is operating on one of the legal plots and holds an OLCC licence for the cultivation of 40,000 square feet of recreational cannabis. Trellis has plans to expand the cultivation to inhabit the second legal plot and add an additional 40,000 square feet of canopy.

Portland, Oregon

The Portland property has been an established dispensary that has operated successfully over the last four years in the state of Oregon. The property is located just miles away from the airport in an up-and-coming part of town.

The Company will be acting as landlord of the Cave Junction and Portland properties, renting the properties for total monthly revenue of \$20,000 (U.S.).

Following an appraisal done by a SouderHouse LLC to generate the property value, the Company acquired the properties by way of a three-corner amalgamation, pursuant to which the Company acquired 100 per cent of the issued and outstanding shares of 1175987 B.C. Ltd. and assumed all of its assets, namely the properties. As consideration for the properties, the Company issued a total of 73,164,000 common shares to three independent shareholders of 1175987 B.C. Ltd. (representing approximately 22.80 per cent of the Company's issued and outstanding shares) and paid a finder's fee of 3,658,200 common shares to an arm's-length party. No new insiders and no control persons were created in connection with the acquisition of the properties.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

For further information, please contact:
Joshua Bartch
Chief Executive Officer
(888) 871-3936

Item 9. Date of Report

January 8, 2019