

**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  
  
April 12, 2019
- Item 3. News Release  
  
A news release was disseminated on April 12, 2019 through Globe Newswire and subsequently filed on SEDAR.
- Item 4. Summary of Material Changes  
  
The Company announced that it has changed its name to NewLeaf Brands Inc.
- Item 5. Full Description of Material Change  
  
See attached news release for full description of Material Change.
- 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  
josh@nabrandsinc.com
- Item 9. Date of Report  
  
April 12, 2019



## NEW AGE BRANDS ANNOUNCES NAME CHANGE AND PROVIDES SHAREHOLDER UPDATE

**Vancouver, BC, April 12, 2019 - New Age Brands Inc.** (CSE:NF) (OTC:NWGFF) (FSE:0NF) (“New Age Brands” or the “Company”) is pleased to announce that, pursuant to a director’s resolution, the Company has changed its name to NewLeaf Brands Inc. In connection with the name change, the Company’s trading symbol on the Canadian Securities Exchange (the “CSE”) will be changed to “NLB”. The CSE will publish a bulletin announcing the effective date of the change in the Company’s name and the Company anticipates that the shares will begin trading under the new name on or about April 16, 2019. The CUSIP number assigned to the Company’s common shares following the name change is 651509101 (ISIN: CA6515091016). No action is required to be taken by shareholders with respect to the name change. Outstanding share certificates are not affected by the name change and do not need to be exchanged.

Management of the Company has been diligently working to set a foundation for success, which included the recent share restructuring. The restructuring was necessary in order to open viable financing options, which will fund the Company for current product expansion and CBD asset acquisitions in 2019. The Company expects to provide our valued shareholders with an update on our finances and our numerous acquisitions in the near future.

The Company has been working with a team of world renowned and award-winning, Ph.D. scientists, and doctors, who are creating a proprietary CBD formulation. The Company has intentions to integrate this formulation in current and new products moving forward.

The Company has also been expanding the product offerings of We Are Kured, LLC to include a 500mg industry standard 5/10 thread cartridge and a 500mg industry stand “pod” system. These cartridges and pod systems are currently being offered to retailers and are being discussed with major distribution companies throughout the United States, Europe and South America.

The Company continues to work at enhancing manufacturing options to expand distribution for its FreshWater subsidiary.

## *ABOUT New Age Brands*

*New Age Brands is an innovative Cannabidiol (“CBD”) lifestyle Company. Through the Company’s wholly owned subsidiaries We are Kured and Drink Fresh Water, the Company’s main business activities encompass the development, marketing and distribution of CBD products (including vaporizer pens and beverages) throughout the United States and internationally. In addition, New Age Brands has extensive retail and cultivation land investments in Oregon.*

For further information about New Age Brands, please consult the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com) or visit the Company’s website at [www.NABrandsInc.com](http://www.NABrandsInc.com). For further information about We Are Kured, please visit their website at [www.wearekured.com](http://www.wearekured.com).

### **On Behalf of the Board of Directors**

Joshua Bartch  
Chief Executive Officer  
[info@nabrandinc.com](mailto:info@nabrandinc.com)

### **For Further Information Contact**

Corporate Communications  
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### **We Are Kured Contact:**

Ben Martch  
Founder & CEO  
[www.wearekured.com](http://www.wearekured.com)

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

F O L L O W U S



**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.