



GAIA COMPLETES ACQUISITION OF RETAIL CANNABIS STORES IN BRITISH COLUMBIA FROM BLACKHAWK

Vancouver, British Columbia – April 21, 2020 – Gaia Grow Corp. (CSE: GAIA) (“**Gaia**”) and Blackhawk Growth Corp. (CSE: BLR; Frankfurt: 0JJ; US-OTC:BLRZF) (“**Blackhawk**”) are pleased to announce that they have completed the purchase and sale of three pre-license retail cannabis stores in British Columbia (the “**Transaction**”) pursuant to the terms of a share exchange agreement (the “**Exchange Agreement**”) previously entered into on February 27, 2020.

Through the Transaction, Gaia has acquired all of the issued and outstanding share capital of 1202465 B.C. Ltd. (“**Nelson Store**”) and Patriot Cannabis Brands Inc. (“**Powell River Stores**”) and together with the Nelson Store, the “**Targets**”) from Blackhawk. The Nelson Store, located at 306B Victoria Street in Nelson, British Columbia, currently has an Approval in Principle (AIP) issued by the Liquor & Cannabis Regulation Branch of British Columbia to operate a cannabis retail store, while the Powell River Stores both have applications in process to operate licensed cannabis dispensaries at the premises located at Unit No. 3, 4296 Joyce Avenue and 6239 Walnut Street in Powell River, British Columbia.

The aggregate purchase price for the Targets is \$1,500,000 (the “**Purchase Price**”). In satisfaction of the Purchase Price, Gaia has issued 30,000,000 common shares to Blackhawk, at a deemed price of \$0.05 per common share.

Prior to completion of the Transaction, Blackhawk did not hold any securities of Gaia. Blackhawk now has ownership and control of a total of 30,000,000 common shares of Gaia representing approximately 12.9% of the issued and outstanding shares. Blackhawk has acquired the common shares of Gaia in consideration for all of the outstanding share capital of the Targets, and intends to hold them for investment purposes. Blackhawk has no present intention to acquire further securities of Gaia, although may in the future acquire or dispose of securities, through the market, privately or otherwise, as circumstances or market conditions warrant.

Frederick Pels and Marc Lowenstein are directors of both Gaia, and Blackhawk, however the Transaction is not considered to be a related party transaction within the meaning of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions*. The Transaction has been approved by the independent directors of each of Gaia, and Blackhawk.

The Transaction does not represent a fundamental acquisition or change of business for Gaia as defined by the policies of the Canadian Securities Exchange, nor does it represent a disposition of substantially all of the assets or business undertaking of Blackhawk. For further information regarding the Transaction, readers are encouraged

to review the Form 2A Listing Statement filed by Gaia in connection with the listing of its common shares on the Canadian Securities Exchange. Copies of the Listing Statement, the Exchange Agreement and the early warning report filed by Blackhawk in connection with the Transaction, are available under the profile for Gaia on SEDAR (www.sedar.com), or by contacting Gaia.

On Behalf of the Board of Directors of
GAIA GROW CORP. and BLACKHAWK GROWTH CORP.

Frederick Pels
Chief Executive Officer

For further information, readers are encouraged to contact Frederick Pels, Chief Executive Officer of Gaia and Blackhawk at 403-991-7737 or by email at fp@gaiagrow.com.

The Canadian Securities Exchange does not accept responsibility for the adequacy or accuracy of this release.

FORWARD-LOOKING STATEMENTS

This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. These statements relate to future events or future performance and includes expectations surrounding the investment intentions of Blackhawk in respect of common shares of Gaia received in connection the Transaction. All statements other than statements of historical fact may be forward-looking statements or information. Forward-looking statements and information are often, but not always, identified by the use of words such as “appear”, “seek”, “anticipate”, “plan”, “continue”, “estimate”, “approximate”, “expect”, “may”, “will”, “project”, “predict”, “potential”, “targeting”, “intend”, “could”, “might”, “should”, “believe”, “would” and similar expressions.

Forward-looking statements and information are provided for the purpose of providing information about the current expectations and plans of management of the Company relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to, the risks associated with the hemp industry in general such as operational risks in growing; competition; incorrect assessment of the value and potential benefits of various transactions; ability to access sufficient capital from internal and external sources; failure to obtain required regulatory and other approvals and changes in legislation, including but not limited to tax laws and government regulations. Accordingly, readers should not place undue reliance on the forward-looking statements, timelines and information contained in this news release.