

**SPIRIT BEAR CAPITAL CORP.**  
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## **NEWS RELEASE**

### **SPIRIT BEAR CAPITAL PROVIDES UPDATE ON ACQUISITION OF GAIA**

March 27, 2019 – Vancouver, British Columbia – Spirit Bear Capital Corp. (the “**Company**”), a capital pool company pursuant to Policy 2.4 of the TSX Venture Exchange (the “**Exchange**”) (NEX: SGB.H), announces that it continues to progress with its proposed acquisition (the “**Transaction**”) of Gaia Grow Corp. (“**Gaia**”). In accordance with the terms of the Transaction, Gaia and the Company will combine their respective businesses by way of a “three-cornered” amalgamation in which a wholly-owned subsidiary of the Company will amalgamate with Gaia, following which the resulting amalgamated entity will continue as a wholly-owned subsidiary of the Company. Following completion of the Transaction, it is anticipated that the Company will change its name to “Gaia Grow Crop.” and it is the intention of the parties that the Company (the Company after the Transaction being referred to herein as the “**Resulting Issuer**”) will continue to carry on the business of Gaia.

#### **About Gaia**

Gaia is a privately held arm’s length company continued under the laws of the *Business Corporations Act* (British Columbia) and is in the business of developing a facility and infrastructure for the manufacturing and marketing of hemp-based products in Canada. Gaia recently completed the acquisition of Gaia Bio-Pharmaceuticals Inc. (“**Gaia Bio**”), a privately held company incorporated under the laws of the *Business Corporations Act* (Alberta), and which holds a license to cultivate and sell industrial hemp under the *Cannabis Act* (Canada) and the *Industrial Hemp Regulations*. The following selected financial information is taken from the financial statements of Gaia, and Gaia-Bio, for the period ended December 31, 2018, which are expected to be included in the filing statement being prepared in connection with the Transaction:

<b>Selected Financial Information</b>	<b>Gaia Bio</b>	<b>Gaia</b>
Total Assets	<b>\$1,921</b>	<b>\$10,281</b>
Total Current Liabilities	\$83,639	\$10,500
Total Revenue	Nil	Nil

Readers are cautioned that these figures have not yet been audited, and are based upon calculations prepared by management of Gaia and Gaia Bio. Actual results may differ from those reported in this release once these figures have been audited.

#### **Further Details Regarding the Transaction**

In connection with completion of the Transaction, Gaia is completing a private placement financing (the “**Financing**”) through the offering of subscription receipts (each, a “**Receipt**”) at a price of \$0.10 per Receipt. Proceeds of the Financing will be held in escrow pending completion of the Transaction. Immediately prior to completion of the Transaction, each Receipt will automatically be converted into one common share of Gaia (each, a “**Receipt Share**”).

Pursuant to the terms of the Transaction, the holders of common shares in the capital of Gaia (the “**Gaia Shares**”) (including those held by investors in the Financing subsequent to the completion thereof) will receive one (1) common share of the Resulting Issuer (the “**Resulting Issuer Shares**”) in exchange for each outstanding Gaia Share. Prior to the closing of the Transaction, it is expected that Gaia will have 120,000,000 Gaia Shares outstanding (not including the Receipt Shares issuable on conversion of the Receipts).

The Transaction constitutes a “Qualifying Transaction” for the Company under Exchange Policy 2.4 – *Capital Pool Companies*. Following completion of the Transaction, it is anticipated that the Company will be listed on the Exchange as a Tier 2 Industrial Issuer under the name “Gaia Grow Corp.” and the ticker symbol “GAIA”. Closing of the Transaction is subject to a number of conditions including completion of the Financing, approval of the Exchange, approval of Gaia’s shareholders with respect to the amalgamation that will facilitate the completion of the Transaction and satisfaction of other closing conditions as are customary in transactions of this nature. There can be no assurance that the Transaction will be completed as proposed or at all. Trading in the common shares of the Company will remain halted pending further filings with the Exchange.

### **Proposed Management and Board of Directors of the Resulting Issuer**

Following completion of the Transaction, it is anticipated that the board of directors of the Company will be reconstituted to consist of Frederick Pels, James Tworek, Marc Lowenstein and John Lagourgue. Management of the Company will consist of Frederick Pels as Chief Executive Officer, James Tworek as President, Zula Kropivnitski as Chief Financial Officer and Cassandra Gee as Corporate Secretary. Further to the Company’s news release of January 31, 2019, Adam Hoffman will not be serving as an independent director of the Company following completion of the Transaction. Instead, John Lagourgue, an existing independent director of the Company, will continue in this capacity following completion of the Transaction. The following is a brief profile of Mr. Lagourgue. For profiles of the other proposed members of management and the board of directors, readers are encouraged to review the Company’s news release of January 31, 2019.

#### *John LaGourgue: Independent Director*

Mr. LaGourgue joined Grande West Transportation Group Inc. in June, 2016 and brings with him over twenty years of management, sales, financial and investment experience in public and private companies. He has served in senior management and director roles for public companies since 2009. It is anticipated that Mr. Lagourgue will assist with management of the Company’s capital markets strategy and will advise the board of directors of potential acquisition opportunities.

Further information regarding the Transaction and Financing, readers are encouraged to review the Company’s news release of January 31, 2019. A filing statement is being prepared by the Company to provide additional information regarding the Transaction, and the operations of Gaia, and will be made available under the Company’s profile on SEDAR.

For further information, contact Zula Kropivnitski at 604.681.0084.

On behalf of the Board,

**Spirit Bear Capital Corp.**

Zula Kropivnitski, Chief Executive Officer

*The TSX Venture Exchange has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release. Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

*Completion of the Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and approval of Gaia's shareholders with respect to the amalgamation that will facilitate the completion of the Transaction. The Transaction cannot close until the required approvals are obtained, and the outstanding conditions satisfied. There can be no assurance that the Transaction will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.*

*This news release may contain certain "Forward-Looking Statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and applicable Canadian securities laws. When or if used in this news release, the words "anticipate", "believe", "estimate", "expect", "target", "plan", "forecast", "may", "schedule" and similar words or expressions identify forward-looking statements or information. These forward-looking statements or information may relate to proposed financing activity, including the Financing, regulatory or government requirements or approvals, the reliability of third party information, completion of the Transaction, anticipated information related to the Resulting Issuer in connection therewith, anticipated issued and outstanding Resulting Issuer Shares upon completion of the Transaction and other factors or information. Such statements represent the Company's current views with respect to future events and are necessarily based upon a number of assumptions and estimates that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social risks, contingencies and uncertainties, including, but not limited to, assumptions that all conditions to the closing of the Transaction will be satisfied, that the Transaction will be completed on the terms set forth in the Definitive Agreement and that the Financing will be available on terms acceptable terms or at all. Many factors, both known and unknown, could cause results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements. Such risk factors may include, among others, the risk that required approvals and the satisfaction of material conditions are not obtained in connection with the Transaction, the risk that the Transaction is not approved or completed on the terms set out in the Definitive Agreement or at all and risks related to the hemp market, including restrictions imposed by Health Canada or such other regulatory approvals. The Company does not intend, and does not assume any obligation, to update these forward-looking statements or information to reflect changes in assumptions or changes in circumstances or any other events affecting such statements and information other than as required by applicable laws, rules and regulations.*