

FORM 51-102F3

Material Change Report

Item 1. Name and Address of Company

Gaia Grow Corp (the “Company”)
(formerly, Spirit Bear Capital Corp.)
303 – 750 West Pender Street
Vancouver, BC, V6C 2T7

Telephone: 604-681-0084

Item 2. Date of Material Change

News Release dated July 30, 2019.

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on July 30, 2019 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Gaia Grow to commence trading on August 1, 2019.

Item 5. Full Description of Material Change

July 30, 2019 – Vancouver, British Columbia – Gaia Grow Corp. (formerly, Spirit Bear Capital Corp.) (the “**Company**”) (TSXV: GAIA), announces that effective at the opening of markets on Thursday, August 1, 2019, its common shares will commence trading on the TSX Venture Exchange (the “**Exchange**”) under the ticker symbol “GAIA”. Following completion of its “Qualifying Transaction”, the Company has been listed on the Exchange as a Tier 2 Industrial Issuer.

Acquisition of the Lamont Property

The Company also announces that it has completed the acquisition of a lot of land (the “**Lamont Property**”) located in Lamont County, Alberta, for the purposes cultivating hemp. In consideration for the Lamont Property, the Company has made a cash payment of \$190,000.

About Gaia

The Company is in the business of developing a facility and infrastructure for the manufacturing and marketing of hemp-based products in Canada. The operations of the Company are carried out through its’ wholly-owned subsidiaries, Gaia Bio-Pharmaceuticals Inc. (“**Gaia Bio**”) and Gaia Grow Holdings Corp. Gaia Bio holds a

license to cultivate and sell industrial hemp under the *Cannabis Act* (Canada) and the *Industrial Hemp Regulations*. Gaia Bio is also an applicant for a license to cultivate cannabis for medical purposes under the *Cannabis Act* (Canada). While Gaia Bio has applied for a license to cultivate cannabis, the primary focus of Gaia Bio is the cultivation and sale of hemp.

For further information, contact Frederick Pels at fp@gaiagrow.com.

On behalf of the Board,

Gaia Grow Corp.

Frederick Pels, Chief Executive Officer

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable

Item 7. Omitted Information

Not applicable

Item 8. Executive Officer

The following senior officer of the Company is knowledgeable about the material change disclosed in this report.

Frederick Pels
Chief Executive Officer
Telephone: 604-681-0084.

Item 9. Date of Report

July 30, 2019