

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 August 1, 2019

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on August 1, 2019 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Gaia Grow provides operational update on 2019 Hemp crop.

Item 5. Full Description of Material Change

Vancouver, British Columbia - August 1, 2019 - **Gaia Grow Corp.** (TSXV: GAIA) (the “**Company**” or “**Gaia**”) is pleased to update its investors on its harvesting progress. Seeds arrived in the second week of June and it was a very rainy spring – great conditions for seed germination. The process of fertilizing, seeding and rolling the expansive 1494.39 acres in southern Alberta was spread over two weeks. Thanks to intermittent rains the crop has started off well. Post-production of a drone fly-over video of the seeding process is underway and will be uploaded on Gaia’s social media channels (Twitter, YouTube and Instagram – links available on www.GaiaGrow.com) in the coming weeks.

Gaia’s President James Tworek commented, “Gaia’s 2019 crop is planted and off to a great start. We will continue to monitor progress and work with our farmers, contract harvesting team and agronomy team to optimize timing towards harvesting, currently estimated to be around the end of September/early October. In the meantime, Gaia’s management team is working diligently to firm up contracts with our offtake partners to ensure a successful sale and extraction process of the harvest.”

Further updates to harvesting will be provided in due course, and select media posts of the crop’s progress will be made available on Gaia’s social media channels throughout the summer and early fall.

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

August 1, 2019