

## FORM 51-102F3

### Material Change Report

**Item 1. Name and Address of Company**

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

Telephone: 604-681-0084

**Item 2. Date of Material Change**

News Release dated August 6, 2019

**Item 3. News Release**

The Company disseminated a news release concerning the material change described herein on August 6, 2019 and subsequently filed a copy on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4. Summary of Material Change**

Gaia Grow enters into strategic agronomy contract with Core AG Inputs - Carstairs.

**Item 5. Full Description of Material Change**

Vancouver, British Columbia - August 6, 2019 - **Gaia Grow Corp.** (TSXV: GAIA) (the “**Company**” or “**Gaia**”) has entered into a consulting agreement with 2006669 Alberta Inc., operating as Core Ag Inputs – Carstairs (“**Core AG**”) for an initial seven month term in which Core AG will provide a series of services involving agronomy, land preparation for farming hemp, crop optimization and oversight for the 2019 planting and harvest year. The team at Core AG will also offer agronomy services to additional farmland that Gaia may bring under contract in future years. After the initial term is completed, the agreement renews itself on a month-by-month basis in perpetuity until either party chooses to amend or cancel it.

Core Ag ([www.CoreAg.ca](http://www.CoreAg.ca)) is a network of locally-owned and operated agriculture retail operations across the Canadian prairies offering best in class products (fertilizers, chemicals, seed) and services including field scouting, agronomy, planting and harvesting oversight and marketing within the Canadian marketplace.

Regarding the engagement of Core AG, Gaia’s President James Tworek commented, “The choice to sign up with the team at Core Ag was a natural fit. Their management and operations team, as well as their reputation with large, successful farms and farming partners in their region will be a valued component of Gaia’s operations, where we engage and work with knowledgeable teammates who have successfully grown hemp in the Canadian Prairies. We look forward to growing with them in 2019 and beyond as Gaia executes on its domestic business plan and expands it in future years”

For further information, contact Frederick Pels at [fp@gaiagrow.com](mailto: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 6, 2019