

**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 13, 2019

**Item 3. News Release**

The Company disseminated a news release concerning the material change described herein on August 13, 2019 and subsequently filed a copy on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4. Summary of Material Change**

Gaia Grow confirms receipt of confirmation of readiness letter from Health Canada for construction of indoor cannabis cultivation facility

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

Vancouver, British Columbia - August 13, 2019 - **Gaia Grow Corp.** (TSXV: GAIA) (the “**Company**” or “**Gaia**”) is proud to reiterate that as of April 29, 2019 it has received a confirmation of readiness letter from Health Canada for its indoor medical cannabis cultivation facility, slated to be built on its fully-owned 80 acres of Agriculturally-zoned land in Lamont County, AB.

This confirmation of readiness letter reaffirms that the operational plans for the business are adequate to proceed, and that from Health Canada’s perspective, the Company is ready to begin construction.

Regarding this important milestone, Gaia’s Chief Executive Officer Frederick Pels commented: “The Confirmation of Readiness letter precedes issuance of a production “Cannabis Nursery License,” which is the license subclass required to commence operations on our Lamont Property. This was a long-awaited moment, the culmination of patience, hard work, and dedication from our management team as well as our consultants. Once this facility is built and we obtain our sales licence, we will be able to sell our quality craft grown cannabis to both medical and recreational consumers. In addition, this license will allow us the ability to source and sell other high-quality products from our contacts in the micro-grow craft cannabis sector. This is only the beginning of a ground-breaking year

for Gaia and its shareholders and we look forward to keeping everyone informed with our progress.”

Further releases about the building selection, construction timelines and budget, as well as final approval of the development permit will be provided upon availability.

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 13, 2019