

**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 15, 2019

**Item 3. News Release**

The Company disseminated a news release concerning the material change described herein on August 15, 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 construction contract with Edge Innovations.

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

Vancouver, British Columbia - August 15, 2019 - **Gaia Grow Corp.** (TSXV: GAIA) (the “Company” or “Gaia”) has entered into a consulting agreement with Edge Innovations Inc. (“Edge”, [www.EdgeInnovationsInc.com](http://www.EdgeInnovationsInc.com)) effective as of July 31, 2019. Based in Edmonton, Alberta with global construction experience that started in England and Ireland in 1974, Edge is a construction management provider to the building industry, specializing in high-performance structures, project management, design-build, tenant improvement, and general construction ventures in a variety of industries.

This strategic relationship will be a key component of obtaining final approval for building-out Gaia’s various facilities, including its planned indoor medical cannabis grow facility as well as its hemp processing facility, due for construction in Alberta through late 2019 and 2020.

Regarding the engagement with Edge, Gaia’s co-Founder and CEO Frederick Pels commented, “We are delighted to have Edge innovations as a strategic partner. Edge values completing projects on time and on budget. Given their track record and experience, we expect to see a very successful and prosperous partnership for

this as well as many other projects as Gaia continues to grow over the coming 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 15, 2019