

**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 20, 2019

**Item 3. News Release**

The Company disseminated a news release concerning the material change described herein on August 20, 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 hail insurance and provides update on marketing initiatives.

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

Vancouver, British Columbia - August 20, 2019 - **Gaia Grow Corp.** (TSXV: GAIA) (the “**Company**” or “**Gaia**”) is pleased to confirm that its current 1494 acre hemp crop is insured for the 2019 growing season.

Gaia’s CEO Frederick Pels commented: “we can confirm that Gaia has crop insurance in place on the ~1494 acres of hemp planted in Rockyview County, Alberta. Rockyview is a region that can be affected by hail throughout the year so our management and board unanimously agreed that having the coverage to offset all expenses in the 2019 outdoor cultivation season was not only an important cornerstone of financial prudence and risk management for any given year, but of paramount importance for our start-up harvest.”

In addition to the insurance, the Company has updated the [www.GaiaGrow.com](http://www.GaiaGrow.com) website to better reflect the progress that has made since the spring:

- In preparation for upcoming marketing efforts this fall, an updated corporate presentation has been posted (link here: <https://gaiagrow.com/investors/>) that will help current and prospective investors have a clearer understanding of what we’ve achieved to date and where we’re growing in the near future.

We have posted a [Photo Gallery](#) of the current hemp crop so that everyone can track progress to date; this will be expanded and updated from time to time and we encourage all shareholders and investors alike to continue to check our website on a weekly basis.

“We’re very excited about these changes and we look forward to using and updating our website, as well as our social media channels to share our growth and progress with the market” says Frederick Pels. “We will continue to execute on our business plan and ensure all interested parties are updated as further milestones are achieved.”

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 20, 2019