

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 28, 2019

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on August 28, 2019 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Gaia Grow provides update on 2019 hemp crop.

Item 5. Full Description of Material Change

Vancouver, British Columbia - August 28, 2019 - **Gaia Grow Corp.** (TSXV: GAIA) (the “**Company**” or “**Gaia**”) is pleased to report on the Company’s 1,494.39 acres of hemp in Rocky View County, Alberta. Through constant visits and oversight by management, the plants are healthy and growing strong. Current measurements in the fields are between 4.5-5 ft tall in the first field, planted in mid-June and 3.75-4.5 ft in the second field, planted about 10 days after.

Samples of the crop have been taken and sent for heavy metal, cannabinoid and other Health Canada-required testing as of August 27, 2019.

Interested investors and followers can see our progress for themselves via:

- The Gaia Website: <https://www.gaiagrow.com/operations/gallery> link, where we have tracked progress from seeding onwards, and continue to add new pictures and videos periodically throughout the growing season.
- Our YouTube Channel:
<https://www.youtube.com/channel/UC9UkVqg1owIDOdY1xtpINIA>
- A great overview of Gaia’s history, our current progress and a glimpse into our future is provided through this podcast led by www.Equity.guru ‘s Lukas Kane: <https://equity.guru/2019/08/23/equity-guru-podcast-gaia-grow-gaia-v-develops-alberta-hemp-farm/>

Further growing updates will be provided in due course as progress continues while harvest is expected in the fall.

“The crop is really a sight to behold” says Frederick Pels, CEO of Gaia. “The weather in Southern Alberta has cooperated very well with our needs and has given our crop the ability to grow tremendously fast and strong over the past several weeks. Our team is now in a position to facilitate and actively pursue off-take negotiations which will hopefully come to fruition this fall. We are currently in several discussions with potential off-takers and will advise the market as soon as any developments become definitive.”

As a corporate update, Gaia has become cross-listed on the Frankfurt Börse Exchange with stock symbol **GG0** as of August 27, 2019. This will facilitate international investors’ access to the stock for trading and investment purposes. Gaia’s internal compliance team is also actively working on DTCC eligibility for US investors and financial institutions to gain access to trading and investing in Gaia’s stock as well.

Option Grant

The Company also wishes to announce that it has granted incentive stock options to purchase a total of 3,850,000 common shares at a price of \$0.10 per common share to the Company’s management team and its board of directors. The options are exercisable for a 60-month period ending 60 months from the date of grant.

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 28, 2019