

## 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 September 10, 2019

**Item 3. News Release**

The Company disseminated a news release concerning the material change described herein on September 10, 2019 and subsequently filed a copy on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4. Summary of Material Change**

Gaia Grow provides corporate update and hemp industry review.

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

Vancouver, British Columbia – September 10, 2019 - **Gaia Grow Corp.** (TSXV: GAIA) (the “**Company**” or “**Gaia**”) is pleased to offer the following corporate update:

The Company has successfully grown 1,494 acres of hemp from seed in the 2019 season and is currently finishing harvest and logistical plans for the end of the year. The contracted harvest team is an experienced group that works across North America with a variety of equipment and crops, and more specifically, has recent experience in working with various hemp crops across the continent. The harvest is dependent upon weather conditions and is anticipated to take seven to fourteen days once started.

Several offtake partners have expressed interest in obtaining product for several purposes including but not limited to cannabinoid (CBD) extraction, fiber and nutritional uses. As of the first week of September, material from the crop has been sent to two labs in Edmonton and Winnipeg for independent tests. Once testing has been completed, the Company will provide the results to potential off-takers/sale partners and management can begin to finalize sales agreements. Results from these tests are expected to be received by the Company shortly.

In addition to selling the 2019 crop of biomass, management has identified and is in active discussions with several interesting potential acquisition and joint venture opportunities in

Canada and internationally, which if signed and agreed to by all parties, could potentially bring revenue and cash flow to the Company's operations.

As a final update, Edge Innovations is getting closer to obtaining final development permits and subdivision for the construction of Gaia's own grow facility. We will continue to provide updates as further milestones in this process are met.

"We have grown a successful hemp crop from seed on a massive scale, and are now preparing for harvest" says Frederick Pels, CEO of Gaia. "I can't imagine a more exciting time for our company. The staff at Gaia, our exceptional contractors, and of course mother nature are to thank as we move forward to realizing the first phase of our business model. I want to thank our current investors for believing in Gaia's vision and we look forward to updating shareholders in the coming weeks ahead."

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**

September 10, 2019