

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 23, 2019

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on September 23, 2019 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

2019 Hemp Crop: Harvest equipment mobilized to site and harvest has begun.

Item 5. Full Description of Material Change

Vancouver, British Columbia – September 23, 2019 - **Gaia Grow Corp.** (TSXV: GAIA) (the “Company” or “Gaia”) is pleased to offer the following corporate update:

The harvesting team delivered the necessary equipment to the Gaia hemp fields in Airdrie, Alberta on September 16th and has been running several harvesting process tests across the smaller fields to ensure an optimal crop harvest, making sure there is an efficient drying process prior to baling and also to facilitate field clean-up for next year’s rotation crops. The harvest is dependent upon weather conditions and is anticipated to take between seven to fourteen days once started, while drying could take an additional five to seven days thereafter.

Harvesting of the crop has officially started and the current two-week weather forecast looks very promising. Gaia will continue to update shareholders as the harvesting progresses.

As is prudent with any hemp crop, whether grown indoor or outdoor, periodic cannabinoid profile testing has been conducted to help with optimal harvest timing. From roughly 60 days from planting, periodic independent tests have been sent to several labs across the country. Results from these tests have been extremely positive and have been received and discussed with our potential off-take partners.

“With favorable test results and our harvest underway, we now have the full ability to begin allocating our crop to the right buyers” says Frederick Pels, CEO of Gaia. “The appetite for Gaia’s premium product is strong and we anticipate sales to be finalized post harvesting. These sales will not only fuel but cement our stance as being a leader in the hemp and CBD industry in North America.”

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

September 23, 2019