

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 30, 2019

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on September 30, 2019 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

2019 Hemp Crop: Update on ongoing harvest.

Item 5. Full Description of Material Change

Vancouver, British Columbia – September 30, 2019 - **Gaia Grow Corp.** (TSXV: GAIA) (the “**Company**” or “**Gaia**”) is pleased to provide the following insights regarding harvesting:

Gaia had completed one-third of its harvesting before unfavourable weather began in the region. The crop is healthy, and thus far, moisture has been the only reason for the delay. The Company anticipate that harvesting will resume this week as conditions look favourable moving forward.

Further information regarding the planted crop and our harvest:

- The cultivar planted is a X59, sourced from a pedigreed seed producer in Manitoba. This cultivar is known to be able to withstand periods of cold and still be fiscally viable.
- Harvesting is just over one-third complete and as soon as the ground moisture conditions allow, we will be back in the fields on a 18-24 hour-per-day push to finish this crop harvesting off.
- The crop is insured (see news release dated August 20th, 2019) against weather related damages.

- As we have heard from our agronomists, contract farmers and other agricultural professionals in Alberta, we expect to have a long, warm, dry October to help us finish the harvesting, drying, baling and transport of the crop.

“The timeline for our harvest has been pushed back due to weather, but with over one-third of the harvest complete, we don’t have much left to go” says Frederick Pels, CEO of Gaia. “I am eagerly awaiting an improvement in the weather so we can resume what we’ve started. Our team is committed to completing this harvest as soon as possible and with only two-thirds remaining, I anticipate it to move very quickly. Upon completion, we can move to off-take and implementation of Gaia’s further growth plans.”

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 30, 2019