

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 October 2, 2019

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on October 2, 2019 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

2019 Hemp Crop: Post-snowstorm update.

Item 5. Full Description of Material Change

Vancouver, British Columbia – October 2, 2019 - **Gaia Grow Corp.** (TSXV: GAIA) (the “Company” or “Gaia”) is pleased to provide the following insights regarding their harvest:

Unfavorable weather has passed as of Monday afternoon (09/30) and warm fall days are scheduled for the region. At its deepest, the snow has melted down to about 1-2 inches (3-5cm) and with the warm sunlight and a constant breeze over the fields, they will be back to normal black dirt within the next few days. New photos of the crop taken on October 1st, 2019 have been posted on the [Gaia Grow Corp main website gallery](#) as well as our social media channels below:

- Twitter: https://twitter.com/gaia_grow
- Facebook: <https://www.facebook.com/GAIAGrowCorp/>
- Instagram: <https://www.instagram.com/gaiagrow/>

- As described in previous press releases, the cultivar planted is **X59**, sourced from a pedigreed seed producer from Manitoba. Stabilized in Canada over years, it is a hybrid of two Russian-sourced strains of hemp. It is a cultivar that stands up well to the general conditions that the Northern Hemisphere can throw at it, including light snow and moderate cold periods like the company has just experienced.

- The biomass already harvested will dry in the sun and breeze, as originally planned. 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 the harvest.
- Continued testing of the crop for cannabinoid content, seed maturation and pathogen content - all tests required for the crop to enter medical-grade and food-grade supply chains - will continue per normal schedules.

“With the forecast appearing hospitable to harvesting without much delay and our harvesting team willing to work 18-24hrs days, I’m excited to see that we can get back on schedule” says Frederick Pels, CEO of Gaia Grow Corp. “The team at Gaia has been laser focused on the task at hand, from our choice of ground, seed, and agricultural partners. We have taken the correct and necessary steps to ensure we are successful in harvest, and that same focus will carry us forward as we continue to grow and innovate in this industry”

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

October 2, 2019