

## 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 21, 2019

**Item 3. News Release**

The Company disseminated a news release concerning the material change described herein on October 21, 2019 and subsequently filed a copy on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4. Summary of Material Change**

Gaia completes 2019 hemp crop harvest.

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

Vancouver, British Columbia – October 21, 2019 - **Gaia Grow Corp.** (TSXV: GAIA) (the “**Company**” or “**Gaia**”) is pleased to announce the completion of its inaugural 2019 hemp harvest from its Rockyview County, Alberta Fields.

Multiple stages of harvest were completed, ensuring a whole-plant harvest and efficient separation of the various parts of the hemp plants for effective and efficient use by their intended offtake partners in different sales channels.

Gaia’s custom harvesting and hauling teams successfully deployed harvesting machinery, baling equipment, loaders and transport trucks to arrange and prepare the harvested product for sale to its end users. The multi-stage harvest included effectively passing over the approximately 1500 acres of land several times to separate the harvest components. One final pass over the remaining bottom stalks will be completed this week in order to secure the fiber for sale down a different supply chain, leaving the land in a condition ready for its landowners to be able to prepare for next year’s rotational crops.

The harvesting team worked 24 hours a day for the roughly 6 days required to complete the harvesting and baling.

“With the team pulling out all the stops for successful completion of our first harvest, we can now follow through with facilitating requests for our product,” says Frederick Pels,

CEO of Gaia Grow Corp. “Significant revenues from this crop will facilitate our expansion and other operations. We remain focused on the long game-plan as we responsibly build value for our shareholders one step at a time.”

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**

October 21, 2019