

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 November 26, 2019

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on November 26, 2019 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Gaia Grow provides corporate update.

Item 5. Full Description of Material Change

Vancouver, British Columbia – November 26, 2019 - **Gaia Grow Corp.** (TSXV: GAIA) (the “**Company**” or “**Gaia**”) provides the following update to its shareholders:

Gaia is proud to announce the yield of its inaugural hemp crop, with a multi-stage yield almost 4200 bales of hemp tips and 500 bales of fibre stalks. 1950 of the bales of the tips have been trucked to a secondary location awaiting processing. This also leaves a smaller bale storage footprint on the Rockyview lands, allowing for better access for the farming team to complete field cleanup and get ready for the rotational crops they’ll be planting next year. Over the past few weeks the team has been working on the task of stacking and shipping bales as well as final field cleanup. Final tests for full Certificates of Analysis are underway and will compliment the favourable test results that the crop has already received through its process of intermittent testing throughout the grow period.

The Gaia team has applied sound crop science, agronomy and farming techniques to grow and secure the 2019 harvest. With a successful 2019 harvest behind us, the Gaia team will be planning next year’s crops over the winter and will announce 2020 plans as they are solidified over the winter months.

“It’s been an exciting year for us all as we started down this path, and in a short period of time we have achieved all of our internally-set planting, harvesting and yield goals from

start to finish this year” says Frederick Pels, CEO of Gaia Grow Corp. “With 4700 Bales, or approximately 4.2 Million pounds of hemp, Gaia performed exceptionally well. Management has been facilitating sales of the 2019 inaugural crop, as well as we have been in discussions relative to the expansion of our Alberta operations and we look forward to keeping our shareholders updated with our progress over the coming months.”

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

November 26, 2019