

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 27, 2019

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on November 27, 2019 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Gaia Grow provides update on hemp crop.

Item 5. Full Description of Material Change

Vancouver, British Columbia – November 27, 2019 - **Gaia Grow Corp.** (TSXV: GAIA) (the “**Company**” or “**Gaia**”) is pleased to provide the following corporate update to its shareholders:

In addition to the previous gross yields that Gaia has previously commented on, management has fielded multiple calls and emails from various interested investors relative to the intermittent and final testing of the crop that Gaia has been carrying out on its 1494.39 acres seeded with X59 hemp in Rockyview County, Alberta. Gaia’s management team is excited to report that per its original plans and overall expectations, the test results received from multiple labs have come back with the most positive results:

- Cannabinoid Potency: Within the upper percentiles of the limits of X59 genetics
- Microbiology: Pass
- Pesticides (full Health Canada required spectrum): Pass
- Heavy Metals: Pass. The soil reports completed by Gaia’s Agronomy partner at the start of the year before planting reflected that there was no presence of heavy metals, so there was no expectation or possibility of heavy metals of being leached into the plants. An independent lab test confirming this has been obtained as well.

As of early November, samples of the dried hemp product have been circulated to a variety of existing processors and a soon-to-be-operational cultivator (with processing ability) with the intent of continuing sales discussions that have been developing since earlier this year.

It is common for any licensed party interested in purchasing product to conduct its own internal and/or third-party tests to ensure accuracy and confidence in the results Gaia obtained through its own processes. This due diligence process is currently ongoing with a number of interested parties. Management looks forward to reporting further information regarding these sales efforts in the coming weeks.

“Having a fully tested and compliant product has always been a prerequisite of our success” says Frederick Pels, CEO of Gaia. “With positive test results, we maximize the value of our product and ensure positive and longstanding transactions as we forge our sales agreements for this crop and the growing seasons ahead.”

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 27, 2019