

GAIA GROW CORP.

Suite 303, 750 West Pender Street
Vancouver, British Columbia, V6C 2G7, Canada
Telephone: 604 681-0084

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of Gaia Grow Corp. (the “**Company**”) will be held at Suite 2200, HSBC Building, 885 West Georgia Street, Vancouver, British Columbia, Canada on the 15th day of January 2020, at 10:00 a.m. (Vancouver time) for the following purposes:

- (a) to receive and consider the audited consolidated financial statements of the Company as at and for the financial years ended January 31, 2018 and 2019, together with the reports of the auditor thereon;
- (b) to appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the board of directors to fix the remuneration of the auditor;
- (c) to fix the number of the directors of the Company for the ensuing year at four (4);
- (d) to elect directors to hold office for the ensuing year; and
- (e) to re-approve the Company’s existing stock option plan, (the “**Option Plan**”) as set out under the heading the “Stock Option Plan” in the attached Information Circular;

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the Information Circular.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder’s shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

As set out in the notes, the enclosed proxy is solicited by management, but, you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting.

DATED this 11th day of December, 2019.

By order of the Board of Directors.

GAIA GROW CORP.

/s/ “Frederick Pels”

Frederick Pels
Director and Chief Executive Officer