

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 January 22, 2020.

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on January 20, 2020 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Gaia enters into first sale of BioMass.

Item 5. Full Description of Material Change

Vancouver, British Columbia – January 22, 2020 - **Gaia Grow Corp.** (TSXV: GAIA) (the “Company” or “Gaia”) is happy to offer the following corporate update:

The Company’s first sale of BioMass has entered final stages after very promising results from a test of one of its bales. One of the largest hemp processors in Canada has initiated a purchase order, requesting a truck load of bales for a full run. Provided another successful run, the processor has committed to purchasing a large portion immediately after. Following this initial step, the Company expects that this will be a long term and recurring business relationship.

The Company will provide further details of the transaction once they have been finalized.

In addition, various other offtake negotiations have also been maturing and similar results are expected moving forward. Timelines are reasonable and further contracts are expected to be completed imminently. Gaia has a quality product and timing is favorable to achieve a complete and total sale of our first crop.

“I am very proud of our team and excited to be a part of this announcement today” says Frederick Pels, CEO of Gaia. “We have been dedicated to delivering results to our shareholders since day one and with this first step finally complete, we now can showcase the results of that commitment. We have a clear path to revenue and are looking forward to

continuing to build shareholder value with solid business principles and industry innovation.”

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

January 22, 2020