

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 February 11, 2020.

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on February 11, 2020 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Gaia provides operational update.

Item 5. Full Description of Material Change

Vancouver, British Columbia – February 11, 2020 - **Gaia Grow Corp.** (TSXV: GAIA) (the “**Company**” or “**Gaia**”) is pleased to provide the following operational update:

Gaia has had considerable demand for its “milled” high CBD product and has filled orders to multiple extraction companies for processing. In anticipation of the inbound demand, Enagon has begun milling at its full capacity, and Gaia has been actively pursuing a suitable facility to house mutual operations. Interest has also been expressed in fibre (straw), hurd/shiv, and notably seed that once compressed creates a “seed cake” made up of 50% plant-based protein. Gaia is working diligently with Enagon to rapidly set up the infrastructure and logistics required to fulfil delivery of multiple products.

The Company will provide additional information in the coming days so please stay tuned.

“It’s time for Gaia to grow and expand” said Frederick Pels, CEO of Gaia. “Extraction companies have quickly understood the benefits of our product, creating a significant demand. This is an incredible place to be and the right time to move towards corporate growth. Expansion will be completely revenue based as we keep on our path of fiscal responsibility, ensuring Gaia’s ability to act quickly should further opportunities become available. This is an exciting time to be a part of this team and I look forward to keeping shareholders updated over the coming weeks.”

For further information, contact Frederick Pels by email at fp@gaiagrow.com or 403-991-7737.

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: 403-991-7737

Item 9. Date of Report

February 11, 2020