

**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 March 2, 2020

**Item 3. News Release**

The Company disseminated a news release concerning the material change described herein on March 2, 2020 and subsequently filed a copy on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4. Summary of Material Change**

Gaia signs purchase agreement with CannGroup.

**Item 5. Full Description of Material Change**

Vancouver, British Columbia – March 2, 2020 - **Gaia Grow Corp.** (TSXV: GAIA) ( the “**Company**” or “**Gaia**”) is pleased to report that it has signed an agreement with CannGroup Development Corp. (“**CannGroup**”) for the sale of 15,000 kilograms of milled hemp powder to CannGroup for processing into CBD oil and distillate. Milled hemp powder is an ideal feedstock for the production of CBD oil and distillate and is produced by separating the CBD-rich elements of the hemp plant (such as flowers and leaves) from the low-CBD elements (such as stalks and branches) and grinding them into a powder. Gaia has agreed to sell 15,000 kilograms of milled hemp powder to CannGroup for \$110 per kilogram. Pursuant to the agreement, starting on or around March 4, 2020 Gaia will deliver 1,000 kilograms of milled hemp powder to CannGroup every week until the aggregate 15,000 kilograms has been delivered.

CannGroup operates a Health Canada licensed extraction facility and operates an ethanol extraction lab.

Gaia is a licenced hemp producer under the *Industrial Hemp Regulations (Canada)*, with approximately 4.2 million lbs of hemp biomass from its 2019 harvest and the capacity to mill 1 tonne of hemp biomass into milled hemp powder per hour. Both Gaia and CannGroup expect to increase output over the coming months and the Company will provide additional information as it becomes available.

“The alignment we have with CannGroup is absolutely incredible” said Frederick Pels, CEO of Gaia. “Our mutual success, product quality and organic growth are the fundamental goals we share, and I look forward to a long standing and successful relationship with CannGroup. We are so excited with all opportunities to come in the near future as we continue to innovate and grow together. This is just the beginning.”

For further information, readers are encouraged to contact Frederick Pels, Chief Executive Officer of Gaia at 403-991-7737 or by email at fp@gaiagrow.com.

**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**

March 2, 2020