

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 April 3, 2020

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on April 3, 2020 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Gaia provides update on CBD shipment.

Item 5. Full Description of Material Change

Vancouver, British Columbia – April 3, 2020 - **Gaia Grow Corp.** (TSXV: GAIA) (the “**Company**” or “**Gaia**”) is pleased to announce that in relation to its purchase agreement with CannGroup Development Corp., Gaia has sent out its first shipment in preparation to have its milled product converted into Cannabidiol (“CBD”) concentrate. In addition, Gaia is working to expand on its agreement with Enagon Inc. Gaia has found suitable premises for Enagon to employ all three of its mills and anticipates a lease to be signed in the coming weeks allowing Gaia and Enagon to increase capacity. Demand has remained strong and Gaia has been in negotiations with several groups seeking to purchase Gaia’s product. We look forward to updating our shareholders over the coming weeks as more information becomes available.

Gaia’s CEO Frederick Pels states “In these unprecedented times, the team at Gaia has been working hard to ensure our product gets to market quickly. Delivering our first shipment of milled hemp is the first step to our success and I couldn’t be prouder of our team. Enagon has been in full force as well, milling our products as quickly as possible in their current facility. With that being said, the next logical step is a joint facility and both teams have been working hard to make that a reality. Once obtained and outfitted, our capacity will increase tremendously and so will our efficiency. We are taking sure footed steps with our expansion and staying true to our commitment to our shareholders to position ourselves as a leader in the industry.”

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

CAUTIONARY AND FORWARD-LOOKING STATEMENTS

This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. These statements relate to future events or future performance. All statements other than statements of historical fact may be forward-looking statements or information. Forward-looking statements and information are often, but not always, identified by the use of words such as “appear”, “seek”, “anticipate”, “plan”, “continue”, “estimate”, “approximate”, “expect”, “may”, “will”, “project”, “predict”, “potential”, “targeting”, “intend”, “could”, “might”, “should”, “believe”, “would” and similar expressions.

Forward-looking statements and information are provided for the purpose of providing information about the current expectations and plans of management of the Company relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to, the risks associated with the hemp industry in general such as operational risks in growing; competition; incorrect assessment of the value and potential benefits of various transactions; ability to access sufficient capital from internal and external sources; failure to obtain required regulatory and other approvals and changes in legislation, including but not limited to tax laws and government regulations. Accordingly, readers should not place undue reliance on the forward-looking statements, timelines and information contained in this news release.

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

April 3, 2020