

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 8, 2020

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on April 8, 2020 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Gaia receives conditional acceptance for listing on CSE.

Item 5. Full Description of Material Change

Vancouver, British Columbia – April 8, 2020 - **Gaia Grow Corp.** (TSXV: GAIA) (the “**Company**” or “**Gaia**”) is pleased to announce that it has received conditional acceptance for the listing of its common shares on the Canadian Securities Exchange (the “**CSE**”). Completion of the listing on the CSE is subject to customary conditions including the filing of final documentation with the CSE. There will be no change in the business, operations or capitalization of the Company as a result of the listing on the CSE, and it is anticipated that the common shares of the Company will trade on the CSE under the existing ticker symbol “GAIA”.

The listing on the CSE is a condition to completion of the acquisition (the “**Retail Acquisition**”) of three pre-licence retail cannabis stores in British Columbia from Blackhawk Growth Corp. (“**Blackhawk**”). The Retail Acquisition is expected to be completed immediately following the listing on the CSE. For further information regarding the Retail Acquisition, readers are encouraged to review the joint news release issued by the Company, and Blackhawk, on February 28, 2020.

In connection with completion of the listing on the CSE, the Company has applied to voluntarily delist its common shares from the TSX Venture Exchange (the “**TSXV**”). It is anticipated that the common shares of the Company will be delisted from the TSXV immediately upon the listing of the shares on the CSE. The Retail Acquisition is subject to the delisting of the common shares from the Company from the TSXV, and cannot be completed until the delisting has occurred.

Completion of the listing on the CSE, and the delisting from the TSXV, remains subject to the receipt of final approvals from the CSE, and the TSXV, and cannot be completed until those approvals have been received.

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 8, 2020