

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 14, 2020

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on April 14, 2020 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Gaia confirms effective date for listing on CSE.

Item 5. Full Description of Material Change

Vancouver, British Columbia – April 14, 2020 - **Gaia Grow Corp.** (TSXV: GAIA) (the “**Company**” or “**Gaia**”) is pleased to announce that it has satisfied all outstanding conditions to the completion of its listing on the Canadian Securities Exchange (the “**CSE**”). Effective at the opening of markets on April 16, 2020, the common shares of the Company will commence trading on the CSE. In connection with completion of the listing, the common shares will be delisted from the TSX Venture Exchange effective at the closing of markets on April 15, 2020.

There have been no changes to the business, operations or capitalization of the Company as a result of the listing on the CSE, and the common shares of the Company will trade on the CSE under the existing ticker symbol “GAIA”.

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 14, 2020