

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 21, 2020

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on April 21, 2020 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Gaia completes acquisition of retail cannabis stores in British Columbia from Blackhawk.

Item 5. Full Description of Material Change

Vancouver, British Columbia – April 21, 2020 - Gaia Grow Corp. (CSE: GAIA) (“**Gaia**”) and Blackhawk Growth Corp. (CSE: BLR; Frankfurt: OJJ; US-OTC:BLRZF) (“**Blackhawk**”) are pleased to announce that they have completed the purchase and sale of three pre-license retail cannabis stores in British Columbia (the “**Transaction**”) pursuant to the terms of a share exchange agreement (the “**Exchange Agreement**”) previously entered into on February 27, 2020.

Through the Transaction, Gaia has acquired all of the issued and outstanding share capital of 1202465 B.C. Ltd. (“**Nelson Store**”) and Patriot Cannabis Brands Inc. (“**Powell River Stores**”) and together with the Nelson Store, the “**Targets**”) from Blackhawk. The Nelson Store, located at 306B Victoria Street in Nelson, British Columbia, currently has an Approval in Principle (AIP) issued by the Liquor & Cannabis Regulation Branch of British Columbia to operate a cannabis retail store, while the Powell River Stores both have applications in process to operate licensed cannabis dispensaries at the premises located at Unit No. 3, 4296 Joyce Avenue and 6239 Walnut Street in Powell River, British Columbia.

The aggregate purchase price for the Targets is \$1,500,000 (the “**Purchase Price**”). In satisfaction of the Purchase Price, Gaia has issued 30,000,000 common shares to Blackhawk, at a deemed price of \$0.05 per common share.

Prior to completion of the Transaction, Blackhawk did not hold any securities of Gaia. Blackhawk now has ownership and control of a total of 30,000,000 common shares of Gaia.

representing approximately 12.9% of the issued and outstanding shares. Blackhawk has acquired the common shares of Gaia in consideration for all of the outstanding share capital of the Targets, and intends to hold them for investment purposes. Blackhawk has no present intention to acquire further securities of Gaia, although may in the future acquire or dispose of securities, through the market, privately or otherwise, as circumstances or market conditions warrant.

Frederick Pels and Marc Lowenstein are directors of both Gaia, and Blackhawk, however the Transaction is not considered to be a related party transaction within the meaning of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions*. The Transaction has been approved by the independent directors of each of Gaia, and Blackhawk.

The Transaction does not represent a fundamental acquisition or change of business for Gaia as defined by the policies of the Canadian Securities Exchange, nor does it represent a disposition of substantially all of the assets or business undertaking of Blackhawk. For further information regarding the Transaction, readers are encouraged to review the Form 2A Listing Statement filed by Gaia in connection with the listing of its common shares on the Canadian Securities Exchange. Copies of the Listing Statement, the Exchange Agreement and the early warning report filed by Blackhawk in connection with the Transaction, are available under the profile for Gaia on SEDAR (www.sedar.com), or by contacting Gaia.

On Behalf of the Board of Directors of
GAIA GROW CORP. and BLACKHAWK GROWTH CORP.

Frederick Pels
Chief Executive Officer

For further information, readers are encouraged to contact Frederick Pels, Chief Executive Officer of Gaia and Blackhawk 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 21, 2020