

## 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 May 8, 2020

**Item 3. News Release**

The Company disseminated a news release concerning the material change described herein on May 8, 2020 and subsequently filed a copy on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4. Summary of Material Change**

Gaia’s Nelson retail cannabis location receives LCRB license and looks to partake in extraction facility.

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

Vancouver, British Columbia – May 8, 2020 - Gaia Grow Corp. (CSE: GAIA) (“**Gaia**”) is pleased to report that its recently acquired “Nelson Store”, previously known as “The Green Room”, has been issued a licence from The Liquor and Cannabis Regulation Branch (LCRB). Gaia is performing all necessary steps to receive its municipal licence from the City of Nelson and plans to open immediately afterward. The Company’s management team was in the City of Nelson, British Columbia to meet with inspectors and contractors on May 7, 2020.

Gaia has also been exploring the option of a partnership involving an existing extraction facility. Management toured the facility on April 19, 2020 and has begun shaping a framework for its involvement. The direction of such discussions revolved around the possibility of building a mutually beneficial business relationship and vertically integrating production. The Company expects updates on this matter to follow in the coming weeks.

“I am beyond excited with our newly acquired cannabis retail outlets” said Frederick Pels, CEO of Gaia. “Retail is a great component and belongs with Gaia. I’m certain it will be a great success for us going forward. Myself and our fellow Director, Marc Lowenstein, were in Nelson meeting with inspectors this week, in the hopes of getting a plan in place to open shortly after we are granted our municipal licence. Staff are trained and ready so we are truly excited to open our doors. As the landscape of our industry changes and regulations

allow for a more accessible marketplace, we are in a great position to pivot and ensure our success in the retail space.”

Frederick Pels, continued to say: “there have been so many new opportunities that have been presented to our team over the past few months and we have looked at many of them in detail. Moving into an extraction facility is a logical next step and I believe we have found a viable opportunity that we can explore on an Op-Ex only basis. I look forward to updating our shareholders in the coming weeks as negotiations continue.”

For further information, contact Frederick Pels, Chief Executive Officer of the Company, at [fp@gaiagrow.com](mailto: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**

May 8, 2020