

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 September 25, 2020

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on September 25, 2020 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Gaia provides corporate update on Nelson retail location and hemp operations and appoints Natalia Samartseva as Chief Financial Officer.

Item 5. Full Description of Material Change

Vancouver, British Columbia – September 25, 2020 - Gaia Grow Corp. (CSE: GAIA) (“**Gaia**”) is providing the following operational update, with the intent of advising investors of income generating efforts.

RETAIL

Since receiving the provincial approval for the Nelson Green Room store, it was required to renovate the building to comply with the current regulations for cannabis retail businesses in Nelson and British Columbia. As of the start of the second week of September, the renovations have been completed and the store is now approved for opening. Staff is hired and ready and preparing for the official grand opening. The intentions is for the two retail locations in Powell River, British Columbia, to follow pending LCRB approval.

HEMP

Since having taken over the facility in Lacombe for the expansion of milling operations in mid-June, bale breaking has gradually resumed over the summer months with the intent of separating fibre, seed and flower in preparation for their sale down respective supply chains. Fabrication and modification of additional specialized equipment is expected to complete in the coming weeks, which will speed up the bale breaking and the post-harvest

separation operations. To provide perspective, the current pace of separation and milling currently runs at a pace of approximately 1-1.5 bales per hour and once the new equipment is in place and operational, it is anticipated that it will allow Gaia and Enagon to reach speeds of 3-5 bales/hour at a minimum, a huge shift of pace which will both consume Gaia's bales faster as well as facilitate intake of third-party biomass for toll-processing in the future.

Efforts in developing sales contracts, both with Gaia's Joint Venture partner CannGroup, as well as other buyers for the various products that come from this tri-crop plant. Fibre, seed and flower will each be sold down their respective income-generating supply chains, per Gaia's original hemp-focused business model. Further updates on these sales contracts will be released as they are completed and signed.

Additional expansion of the CannGroup joint venture for processing of the milled hemp into extracted crude, distillate and isolate is underway, with contracts having been developed over the summer months. Further updates on the completion of the contracts will be provided to investors as they are completed and signed. In addition, CannGroup has completed and submitted its Evidence Package for a Site B Expansion for an extraction and formulations-focused processing site in Calgary, Alberta. Estimated timing on the approval process for this Site B is anticipated to be around the end of Q4 2020.

CHIEF FINANCIAL OFFICER

In addition, the Company is pleased to announce that effective immediately, Natalia Samartseva has been appointed as Chief Financial Officer of the Company. Ms. Samartseva is a designated chartered professional accountant (CPA, CA) with over twelve years of experience in financial reporting, compliance and corporate tax. She has provided comprehensive accounting and financial advisory services to a variety of public and private companies, including companies in the cannabis industry.

Ms. Samartseva fills the vacancy created by Zula Kropivnitski, who has left the Company to focus on other ventures.

For further information, contact Frederick Pels, Chief Executive Officer of the Company, 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

September 25, 2020