

## 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 July 15, 2021

**Item 3. News Release**

The Company disseminated a news release concerning the material change described herein on July 15, 2021 and subsequently filed a copy on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4. Summary of Material Change**

Gaia’s Green Room set to capitalize on BC regulatory change allowing for retail cannabis delivery.

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

Vancouver, British Columbia – July 15, 2021 - Gaia Grow Corp. (CSE: GAIA; Frankfurt: GG0) announces that it will seek to capitalize on regulatory changes announced by the B.C. government with its decision to greenlight cannabis home delivery. Through its wholly-owned subsidiaries (collectively, “**Green Room**”), the Company has operating cannabis retail locations in Nelson and Squamish British Columbia.

With the anticipation of this regulatory change, Green Room has spent the previous 9 months developing its ecommerce platform. With its initial launch for contactless pick-up options, the ongoing optimizations have enabled a best-in-class customer experience through its SEO, multi-store fulfillment model, and SMS notification system, to name a few that will allow for a seamless deployment of the delivery platform.

Green Room's attention to digital assets has accelerated the brand’s future strategy for cannabis retail and ecommerce, now further realizing its aspirations of a multi-channel experience for its customers. The B.C. government’s decision to allow delivery has been part of a plan to shrink the illicit market, keep products away from youth, create a strong cannabis sector, and allow retailers to thrive in an increasingly competitive industry.

Both the Squamish and Nelson stores will have their own delivery vehicles and will be open for delivery. Powell River locations will open with the same delivery platform once they are approved.

“Green Room is ready and enabled to expand our service model” said Frederick Pels, CEO of Gaia. “We now have another way to meet the needs of our BC customers, allowing them to order cannabis and have it delivered safely and conveniently. We applaud the decision by the BC government and will continue to position ourselves to be able to utilize all tools available to provide the best experience for our customers.”

Delivery and in store pickup will be available on Green Room’s website [www.getgreenhere.com](http://www.getgreenhere.com)

The Company will be diligently posting updates through videos from the official company YouTube channel <https://www.youtube.com/channel/UC7tbvsY5gl2CrIsESYkbbgw>

Please join the conversation on our GAIA group supporter’s telegram group at <https://t.me/gaiagrow> and visit us online at <https://www.gaiagrow.com/>

For further information please contact:

Frederick Pels, Chief Executive Officer

(403)-991-7737

[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**

July 15, 2021