

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 29, 2021

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on July 29, 2021 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Gaia closes first tranche of private placement.

Item 5. Full Description of Material Change

Vancouver, British Columbia – July 29, 2021 - Gaia Grow Corp. (CSE: GAIA; Frankfurt: GG0) announces that it has closed an initial tranche of a non-brokered private placement (the “**Offering**”) for gross proceeds of \$836,000. In connection with closing, the Company has issued 16,720,000 units (each, a “**Unit**”) at a price of \$0.05 per Unit. Each “**Unit**” consists of one common share and one common share purchase warrant (each, a “**Warrant**”) exercisable at a price of \$0.055 until July 29, 2024.

The Company anticipates utilizing the proceeds from the Offering for equipment and expansion of TruExtracts and for general working capital.

The Company expects to close a further tranche of the Offering and will provide further information regarding closing of this additional tranche as soon as available.

All securities issued in the Offering are subject to a statutory hold period until November 30, 2021. In connection with closing of the initial tranche of the Offering, the Company has paid \$17,500 and issued 350,000 Warrants to certain arms-length parties who have assisted by introducing subscribers to the Company.

For further information please contact:

Frederick Pels, Chief Executive Officer

(403)-991-7737

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 29, 2021