

## 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 August 30, 2021.

**Item 3. News Release**

The Company disseminated a news release concerning the material change described herein on August 30, 2021 and subsequently filed a copy on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4. Summary of Material Change**

Gaia closes final tranche of private placement.

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

Vancouver, British Columbia – August 30 2021 - Gaia Grow Corp. (CSE: GAIA; Frankfurt: GG0) announces that it has closed the final tranche of its non-brokered private placement (the “**Offering**”) for additional gross proceeds of \$232,500. When combined with the initial tranche of the Offering, the Company has raised \$1,068,500 through the issuance of 21,370,000 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. A total of 16,720,000 Warrants issued in connection with the initial tranche of the Offering expire on July 29, 2024, and 4,650,000 Warrants issued in connection with the final tranche of Offering expire on August 30, 2024.

All securities issued in the Offering are subject to restrictions on resale for a period of four-months-and-one-day following issuance in accordance with applicable securities laws. In connection with closing of the Offering, the Company has paid a total of \$33,775 and issued 675,500 Warrants to certain arms-length parties who have assisted by introducing subscribers to the Company.

The Company also announces that it has settled outstanding indebtedness of \$46,725 owing to an arms-length creditor through the issuance of 934,500 common shares at a deemed price of \$0.05 per share.

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**

August 30, 2021