

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 October 12, 2021.

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on October 12, 2021 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Gaia Grow’s Canna Stream Solutions receives funding to support up-cycling of Cannabis Waste and completes extraction line installation.

Item 5. Full Description of Material Change

Vancouver, British Columbia – October 12, 2021 - Gaia Grow Corp. (CSE: GAIA; Frankfurt: GG0) is excited to announce that its subsidiary Canna Stream Solutions Ltd. (“CSS”) has received funding of \$35,925.00 from Alberta Innovates through the Alberta Innovates Voucher Program for the “*Development of a Novel Cleantech Method for the Production of Cellulose Nano-Materials from Cannabis Waste Streams*”. The project will be conducted at InnoTech Alberta Facilities in Edmonton and Vegreville and will last approximately 5 months. This project is critical for furthering CSS’ research and development efforts in creating added value from cannabis waste streams.

CSS has also successfully set up its dedicated extraction line at Gaia’s Tru Extracts lab. The CSS exclusive line will be used to process hemp and cannabis using CSS’ reusable solvent. The extraction line’s waste will also to be used in the production of *Cellulose Nano-Materials*.

“Canna Stream is quickly moving to commercialization” said Frederick Pels, CEO of Gaia Grow Corp. “I am pleased to see the CSS extraction line successfully set up at Tru Extracts and having research and innovation support from Alberta Innovates and InnoTech Alberta. CSS is setting the stage for a sustainable green future in the cannabis industry and I look forward to updating our shareholders as they progress.”

About Canna Stream Solutions Ltd.

CSS is developing critical technologies for storing, transporting, and processing cannabis waste (physical and chemical). Most notably, they have filed a US provisional patent application in the chemical extraction and fractionation of cannabinoids and monoterpenes from cannabis flower and biomass utilizing their solvent system that is significantly more efficient than ethanol. This gives CSS the ability to significantly manage costs of high throughput processing and extraction of cannabis and hemp biomass.

About Alberta Innovates

Alberta Innovates is the province's largest and Canada's first provincial research and innovation agency. For a century they have worked closely with researchers, companies and entrepreneurs – trailblazers who built industries and strengthened communities. Today they are pivoting to the next frontier of opportunity in Alberta and worldwide by driving emerging technologies across sectors. They are a provincial corporation delivering seed funding, business advice, applied research and technical services, and avenues for partnership and collaboration

About InnoTech Alberta

InnoTech Alberta has over one million square feet of research and lab space and 600 acres of farmland to enable accelerated technology research, development, and deployment for their clients. InnoTech's research facilities range from bench scale and greenhouses to pilots, demonstrations and near-commercial scale.

InnoTech Alberta is a leading research and technology organization serving the needs of industry, entrepreneurs and the public sector. Their leading-edge expertise and industrial-scale research and demonstration facilities accelerate and de-risk technology development and deployment with a focus on industrial solutions and commercial application. They are Alberta's innovation engine with 100 years of bold ideas that feed, grow, fuel, and build Alberta's agriculture, energy, environment, and forestry sectors. Visit them at: www.InnoTechAlberta.ca.

Chief Financial Officer

The Company is also pleased to announce the appointment of Marc Lowenstein as chief financial officer of the Company. Mr. Lowenstein is currently a Director of the Company.

He joined Fric Lowenstein in 2015 after completing his law degree at Bond University in Australia. Before law school, Mr. Lowenstein spent more than 10 years in the construction industry in various positions ranging from a laborer, foreman, and superintendent up to a project engineer for a large heavy civil construction company. Mr. Lowenstein has also worked as a national construction safety officer and consultant where he built, implemented, and supervised health and safety programs for companies in the construction industry. Mr. Lowenstein focuses his practice on real estate and matters relating to construction, including contracts, litigation, and dispute resolution. Mr. Lowenstein also recently joined the ADR Institute of Alberta and is working toward becoming a qualified arbitrator.

In connection with Mr. Lowenstein's appointment, Zula Kropivnitski has resigned as chief financial officer of the Company. The Company wishes to thank Ms. Kropivnitski for her contributions and assistance with the Company and wishes her all the best in her future endeavours.

About Gaia Grow Corp.

Gaia Grow Corp is an Alberta-based vertically-integrated licensed hemp company with subsidiaries licensed for cannabis and hemp processing, extraction, product formulation, novel CleanTech product development and cannabis retail. For more information about the Company, please visit www.GaiaGrow.com

The Company diligently posts updates on Gaia's official YouTube page link can be found here: <https://www.youtube.com/channel/UC7tbvsY5gl2CrlsESYkbbgw>

Please join the conversation on our GAIA group supporter's telegram group at <https://t.me/gaiagrow>

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

October 12, 2021