

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 closes first tranche of placement.

Item 5. Full Description of Material Change

Vancouver, British Columbia – October 12, 2021 - Gaia Grow Corp. (CSE: GAIA; Frankfurt: GG0) announces that it has closed the first tranche of the placement of its common shares (“**Shares**”) to New Life Sciences Capital, LLC (the “**Investor**”), a U.S.-based institutional investor, under its agreement with the Investor (the “**Agreement**”) announced by the Company on September 29, 2021.

Pursuant to the Agreement, the Company has received \$1,000,000 (before a \$120,000 fee) from the Investor as a lumpsum prepayment for the subscription price of \$1,090,000 worth of Shares (“**Placement Shares**”). In addition, the Company made an initial issuance of 2,480,000 Placement Shares to the Investor to be counted towards the ultimate number of Placement Shares to be issued or otherwise applied as set forth in the Company’s announcement on September 29, 2021 and issued 4,800,000 warrants exercisable until October 12, 2025 at a price of \$0.05, entitling the Investor to subscribe for one Share per warrant.

All securities issued by the Company in connection with closing of the first tranche of the placement are subject to statutory restrictions on resale until February 13, 2022. Please refer to the Company’s news release of September 29, 2021 for details on the issuance of Placement Shares.

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