

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 January 13, 2022

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on January 13, 2022 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Gaia Grow’s Canadian cannabis laboratory Tru Extracts receives January pre roll processing service order totalling \$519,000.

Item 5. Full Description of Material Change

Vancouver, British Columbia – January 13, 2022 - Gaia Grow Corp. (the “Company” or “Gaia”) (CSE: GAIA; Frankfurt: GG0) is excited to announce that its wholly-owned subsidiary, TruExtracts Laboratories (“TRU”), has received its first processing service order (“PSO”) of 2022 in relation to its agreement with an arms-length Canadian cannabis producer (“the producer”) to manufacture approximately 30,000 cannabis pre-rolls per day. TRU will be manufacturing 2 strains of 10 x 0.3g Pre-Roll Packs

TRU will be responsible for purchasing and processing the biomass in accordance with the processing service orders provided by the producer and will deliver final retail products in accordance with shipment instructions coordinated and supplied by the producer. The Company expects to see further PSO’s over the coming weeks.

These are the first lots to be processed by TRU. The agreement with the producer is expected to generate revenue of up to \$8,369,000 during the initial 12-month term. The assumed revenue is based on production of 30,000 pre rolls per day that will be packaged into 10 packs for retail sale. Actual revenue will vary depending on final production. The Cost of production by TRU is dependent on the commoditized price of dried flower and labour at its facility. The producer will coordinate the logistics of the delivery of retail products and ensure that the retail products are in accordance with the Cannabis Act and all

regulations made thereunder, all Health Canada requirements, any requirements particular to the provincial or local government, and the producer's client's reasonable standards.

"These PSO's are the first of many" said Frederick Pels, CEO of Gaia Grow. "I am happy to be working with an established brand and their top selling products. TRU will quickly be showing further revenue growth as production and brands continue to roll out of the facility. I look forward to updating shareholders with our progress."

"This is an important milestone for TRU," said Andre Sinclair, COO of TRU. "These PSO's show not only our ability to quickly ramp up to these levels of production, but also the trust an established brand has in our organization to be able to do so. We look forward to continuing to grow with these products, and numerous other SKU's in development."

About TruExtracts

TruExtracts Laboratories was created for high-capacity extraction and production, to meet global demand. TRU is one of Western Canada's largest cannabis and hemp processors, with a 12,500 square foot state of the art facility in Calgary. The facility is Health Canada licensed and fully operational, with an expansion capability of an additional 16,000 square feet. Services include toll processing, THC, CBD extractions and isolates, as well as white label service and cannabis THC and CBD products.

About Gaia Grow

Gaia Grow is an Alberta-based vertically integrated licensed hemp company with subsidiaries licensed for cannabis and hemp processing, extraction, product formulation, novel product development and cannabis retail.

For more information about the Company, please visit www.GaiaGrow.com

A link to Gaia's official YouTube page can be found here: www.youtube.com/channel/UC7tbvsY5gl2CrlsESYkbbgw

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

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

January 13, 2022