

**EARLY WARNING REPORT  
FILED PURSUANT TO NATIONAL INSTRUMENT 62-103**

**Item 1 - Security and Reporting Issuer**

*1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.*

The issuer of the securities to which this report relates is Gaia Grow Corp. (the “**Issuer**”) having a head office at Suite 303, 750 West Pender Street, Vancouver, British Columbia V6C 2T7.

This report relates to the Common Shares in the capital of the Issuer (the “**Common Shares**”).

*1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.*

Acquisition of common shares of the Issuer through the facilities of the Canadian Securities Exchange (the “**CSE**”), taking the interest of the Acquiror above the 10% reporting threshold.

**Item 2 - Identity of the Acquiror**

*2.1 State the name and address of the Acquiror.*

Karsten Busche  
Regener Strasse 47,  
10318 Berlin, Germany.

*2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.*

On August 18, the Acquiror purchased 1,100,000 Common Shares of the Issuer via the CSE at a cost of \$88,000.00 CAD, or \$0.08 per share, taking his interest above the 10% reporting threshold. Between August 19 and August 24, the Acquiror has directly bought another 538,000 common shares of the Issuer by a series of purchases through the facilities of the CSE at \$0.08 per share.

*2.3 State the names of any joint actors.*

Not applicable.

**Item 3 - Interest in Securities of the Reporting Issuer**

*3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.*

On August 18, the Acquiror purchased 1,100,000 Common Shares via the CSE, taking his interest above the 10% reporting threshold. Between August 19 and August 24, the Acquiror has directly bought another 538,000 Common Shares by a series of purchases through the facilities of the CSE.

Prior to August 18, the Acquiror held an aggregate of 953,040 Common Shares and 96,000 Warrants. The aggregate Shares and Warrants over which the Acquiror had beneficial ownership, control, or direction represented approximately 7.4% of the issued and outstanding Shares on an as converted and partially diluted basis.

As of the date hereof, the Acquiror beneficially owns or has control or direction over 2,591,040 Common Shares and 96,000 Warrants, representing approximately 18.97% of the issued and outstanding Shares on an as converted and partially diluted basis.

**3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.**

See item 3.1

**3.3 If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

**3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

See item 3.1

**3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**

**(a) the acquiror, either alone or together with any joint actors, has ownership and control.**

See item 3.1

**(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

**(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

**3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

**3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

Not applicable.

**3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

#### **Item 4 – Consideration Paid**

**4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

See item 2.2

**4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

Not applicable.

**4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

#### **Item 5 - Purpose of the Transaction**

*State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following: (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer; (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries; (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries; (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board; (e) a material change in the present capitalization or dividend policy of the reporting issuer; (f) a material change in the reporting issuer's business or corporate structure; (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company; (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace; (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada; (j) a solicitation of proxies from securityholders; (k) an action similar to any of those enumerated above.*

The Acquiror holds Shares for investment purposes only, and will review its investment on an ongoing basis. Upon such review, depending upon such factors that the Acquiror may, from time to time, deem relevant, the Acquiror may, among other things, acquire additional securities of the Company or dispose of some or all of the existing or additional securities the Acquiror holds or will hold, directly or indirectly.

#### **Item 6 - Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer**

*Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of*

*any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.*

Not applicable.

#### **Item 7 - Change in Material Fact**

*If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.*

Not applicable.

#### **Item 8 - Exemption**

*If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.*

Not applicable.

#### **Item 9 - Certification**

I, Karsten Busche, filing the report as acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED as of the 30<sup>th</sup> day of August, 2022.

Per: /s/ "Karsten Busche"  
Karsten Busche