

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

March 24, 2022.

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on March 22, 2023 and subsequently filed a copy on the CSE and on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

The Company entered into a debt settlement agreement where the Company will settle up to \$460,000 of their outstanding payables through the issuance of 9,200,000 common shares.

Item 5. Full Description of Material Change

See Schedule "A" Attached.

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

March 24, 2023

Schedule "A"

GAIA GROWS CORP. ANNOUNCES SHARES FOR DEBT TRANSACTION

NOT FOR DISSEMINATION IN THE UNITED STATES. FAILURE TO COMPLY WITH THIS RESTRICTION MAY CONSTITUTE A VIOLATION OF UNITED STATES SECURITIES LAW

Vancouver, British Columbia - TheNewswire – March 22, 2023 - Gaia Grow Corp. (the "Company" or "Gaia") (CSE:GAIA) (CNSX:GAIA.CN) (Frankfurt:GG0) wishes to announce that it has entered into a debt settlement agreement with a consultant for services whereby Gaia will settle up to \$460,000 of its outstanding payables through the issuance of 9,200,000 common shares in the capital of the Corporation (the "Common Shares") at a deemed price of \$0.05 per Common Share. Common Shares issued in the debt settlement are subject to a statutory hold period expiring four months and one day after the issuance where applicable.

The Debt Settlement constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101") as the Shares were issued to insiders of the Company. The issuance of Shares are exempt from the formal valuation and minority shareholder approval requirements under MI 61-101 pursuant to subsections 5.5(b) and 5.7(1)(a) as the Company's common shares are not listed on a specified market and the fair market value of the Shares did not exceed 25% of the Company's market capitalization.

The Company further announces the completion of a private placement in the amount of \$45,500 for the issuance of 1.3 mill shares at an offering price of \$0.035.

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

The Company post its YouTube channel periodically and will continue to post further updates over the coming months. A link to Gaia's official YouTube page can be found here: www.youtube.com/channel/UC7tbvsY5gI2CrIsESYkbbgw
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

The Canadian Securities Exchange does not accept responsibility for the adequacy or accuracy of this release.

CAUTIONARY AND FORWARD-LOOKING STATEMENTS

Forward-looking statements and information are provided for the purpose of providing information about the current expectations and plans of management of the Company relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to, the risks associated with the hemp industry in general such as operational risks in growing; competition; incorrect assessment of the value and potential benefits of various transactions; ability to access sufficient capital from internal and external sources; failure to obtain required regulatory and other approvals and changes in legislation, including but not limited to tax laws and government regulations. Accordingly, readers should not place undue reliance on the forward-looking statements, timelines and information contained in this news release.