

**Form 51-102F3**  
**Material Change Report**

**1. Name and Address of Company**

**Gaia Metals Corp.**  
666 Burrard Street, Suite 500  
Vancouver, BC, V6C 3P6

(the "Company")

**2. Dates of Material Change(s)**

December 2, 2019

**3. News Release(s)**

A news release was issued on December 2, 2019 and disseminated via Stockwatch News and Baystreet News, pursuant to section 7.1 of National Instrument 51-102.

**4. Summaries of Material Changes**

The Company announces that it has closed a non-brokered private placement financing for total gross proceeds of \$412,199.97. The Company has allotted and issued 5,888,571 units at a price of \$0.07 per Unit. Each Unit is comprised of one common share and one transferable share purchase warrant, with each warrant entitling the holder to purchase one additional common share of the Company for a period of up to thirty-six months at a price of \$0.09 in the first year, \$0.15 in the second year and \$0.20 in the third year.

**5. Full Description of Material Changes**

News Release dated December 2, 2019 – See Schedule "A"

**6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**7. Omitted Information**

No information has been omitted.

**8. Executive Officer**

Mr. Adrian Lamoureux, President and CEO of the Company, is knowledgeable about the material change contained herein and may be reached at (778) 945-2950.

**9. Date of Report**

This report is dated December 2, 2019.

SCHEDULE "A"  
to the Material Change Report dated December 2, 2019

## **Gaia Metals Corp. Closes Non-Brokered Private Placement**

**Vancouver, December 2, 2019 – Gaia Metals Corp. (the "Company")** (TSX.V: **GMC**) (OTCQB: **RGDCD**) (FSE: **R9G**) is pleased to announce that it has closed a non-brokered private placement financing (the "**Private Placement**") for total gross proceeds of \$412,199.97

The Company has allotted and issued 5,888,571 units (the "**Units**") at a price of \$0.07 per Unit. Each Unit is comprised of one common share and one transferable share purchase warrant, with each warrant entitling the holder to purchase one additional common share of the Company for a period of up to thirty-six months at a price of \$0.09 in the first year, \$0.15 in the second year and \$0.20 in the third year.

In addition, the Company paid finder's fees of a total of \$7,840 to arm's length third parties.

The Company intends to use the proceeds from the Private Placement towards general working capital. All securities issued under the Private Placement are subject to a four-month and one-day hold period expiring on April 3, 2020. The Private Placement is subject to final TSX Venture Exchange approval.

A portion of the Private Placement constitutes a "related party transaction" within the meaning of Exchange Policy 5.9 and Multilateral Instrument 61-101 *-Protection of Minority Security Holders in Special Transactions* ("MI 61-101") adopted in the Policy. The Company has relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of related party participation in the Private Placement.

### **About Gaia Metals Corp.**

Gaia Metals Corp is a junior mineral exploration company focused on acquiring and advancing strategic and prospective properties that position it strongly for the worlds continuing shift to high tech and green technologies including base and precious metals, and lithium.

The Company's primary assets are the wholly owned Corvette Property and the FCI Property (held under Option from O3 Mining, a recent spin-out from Osisko Mining, for a 75% interest) located in the James Bay Region of Quebec. The properties are contiguous and host significant gold-copper-silver-lithium potential highlighted by the Golden Gap Prospect with grab samples of 3.1 to 108.9 g/t Au from outcrop and 10.5 g/t Au over 7 m in drill hole, the Elsass and Lorraine prospects with 8.15% Cu, 1.33 g/t Au, and 171 g/t Ag in surface sample, and the CV1 Pegmatite Prospect with 2.28% Li<sub>2</sub>O over 6 m in channel.

In addition, the Company holds the Pontax Lithium-Gold Property, QC, the Golden Silica Property, BC, and the Hidden Lake Lithium Property, NWT, where the Company maintains a 40% interest, as well as several other assets in Canada.

For further information, please contact Adrian Lamoureux, President & CEO at Tel: 778-945-2950, E-mail: [adrian@92resources.com](mailto:adrian@92resources.com) or visit [www.gaiametalscorp.com](http://www.gaiametalscorp.com).

On Behalf of the Board of Directors,

*"ADRIAN LAMOUREUX"*

Adrian Lamoureux, President & CEO