

Ethics Committee Charter

Purpose

The Ethics Committee of Gaia, Inc. (the “Company”) is appointed by the Board of Directors (the “Board”) to consider questions of independence and conflicts of interest of members of the Board and to approve “related party transactions,” as such term is defined in the rules of the Nasdaq National Market.

Committee Membership

The Ethics Committee shall consist of the members of the Company’s Executive Committee who are “independent directors” as defined in the rules of the Nasdaq National Market. No member of the Ethics Committee may own, directly or indirectly, or be an affiliate (as such term is defined in the rules of the Securities and Exchange Commission) of any person who owns more than 4.9% of the outstanding voting power of the Company.

Meetings

The Ethics Committee shall meet as often as it determines. The Ethics Committee may request any officer or employee of the Company or the Company’s outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Committee Authority and Responsibilities

The Ethics Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Ethics Committee, for payment of compensation related to such advisors.

The Ethics Committee shall make regular reports to the Board. The Ethics Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

The Ethics Committee, to the extent it deems necessary or appropriate, shall:

1. Consider questions of the independence and possible conflicts of interest of the members of the Board, including, without limitation, preventing the appointment of any Board member who participates in any business that competes with the Company, as such competition is determined by the Ethics Committee.
2. Review and approve all related party transactions, other than (i) executive compensation matters approved by the Company’s Compensation Committee, (ii) related party transactions that are otherwise approved by the Company’s Audit Committee or (iii) as prohibited by applicable law.