

Gaia, Inc. Code of Ethics

Our Code of Ethics (“Code”) simply stated is:

- Say what we mean and stand for what is right.
- Be honest and trustworthy in all our activities, relationship and communications.
- Ensure we treat one another with dignity and respect, appreciating the uniqueness and diversity of every person.
- Sustain a culture where ethical conduct is recognized, valued and exemplified by all employees.

Our Code has been adopted by the Board of Directors of Gaia, Inc. (“Company”) in order to:

- Promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest.
- Promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the “SEC”) and in other public communications made by the Company.
- Promote compliance with applicable governmental laws, rules and regulations.
- Promote prompt internal reporting of violations of this Code to an appropriate person or persons identified in this Code.
- Ensure accountability for adherence to this Code.

All directors, officers and employees are required to be familiar with this Code, comply with its provisions and report any suspected violations as described below in Reporting and Enforcement.

The Company’s policy is to promote high standards of integrity by conducting its affairs honestly and ethically. Each director, officer and employee must act with integrity and observe the highest ethical standards of business conduct in dealings with the Company’s customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job.

Conflicts of Interest

A conflict of interest occurs when an individual’s private interest (or the interest of a member of his or her family) interferes, or even appears to interfere, with the interests of the Company as a whole. A conflict of interest can arise when an employee, officer or director (or a member of his or her family) takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also arise when an employee, officer or director (or a member of his or her family) receives improper personal benefits as a result of his or her position in the Company. Conflicts of interest should be avoided unless specifically authorized as described under Compliance.

Loans by the Company to, or guarantees by the Company of obligations of, any director or executive officer are expressly prohibited.

Persons other than directors and executive officers who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should discuss the matter with, and seek a determination and prior authorization or approval from the Chief Financial Officer.

Directors and executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the Board of Directors. Any waivers of conflicts of interest of directors and executive officers may be granted only by the Board of Directors.

Compliance

Employees, officers and directors should comply, both in letter and spirit, with all applicable laws, rules and regulations in the cities, states and countries in which the Company operates.

Although not all employees, officers and directors are expected to know the details of all applicable laws, rules and regulations, it is important to know enough to determine when to seek advice from appropriate personnel. Questions about compliance should be addressed to the Chief Financial Officer.

No director, officer or employee may purchase or sell any Company securities while in possession of material non-public information regarding the Company, nor may any director, officer or employee purchase or sell another company's securities while in possession of material non-public information regarding that company. It is against Company policies and illegal for any director, officer or employee to use material non-public information regarding the Company or any other company to obtain profit for himself or herself or directly or indirectly "tip" others who might make an investment decision on the basis of that information.

Disclosure

The Company's periodic reports and other documents filed with the SEC, including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules.

Each director, officer and employee who contributes in any way to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records and accounts are accurately maintained. Each director, officer and employee must cooperate fully with the Company's accounting department, as well as the Company's independent public accountants and counsel.

Each director, officer and employee who is involved in the Company's disclosure process must be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting and take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure.

Reporting and Enforcement

Actions prohibited by this Code must be reported via one of the following methods:

Email – GAIA@openboard.info

Web – <http://www.openboard.info/GAIA/>

Phone – 844-386-1090

The Company must ensure prompt and consistent action against violations of this Code. A copy of all alleged violations reported through the above means or otherwise shall be presented to the Audit Committee at its next regularly scheduled meeting unless the nature of the alleged violation dictates otherwise. All alleged violations will be reviewed and promptly investigated under the direction of the Audit Committee. All directors, officers and employees are expected to cooperate in any internal investigation of misconduct.

Normally the Chief Financial Officer will investigate the alleged violation; however, the Audit Committee reserves the authority to name another individual to perform an investigation if circumstances make it appropriate to do so. Upon completion of the investigation, the Audit Committee shall review the results and determine the corrective action, if any, to be taken in response to an alleged violation and to direct additional investigation of any alleged violation.

In addition, if after investigating a report of an alleged violation by a director or executive officer, the Audit Committee determines that a violation of this Code has occurred, the Audit Committee will report such determination to the Board of Directors. Upon the determination of the Board of Directors that a violation of this Code has occurred, the Board of Directors will take such preventative or disciplinary action as it deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

The Company does not tolerate acts of retaliation against any director, officer or employee who makes a good faith report of known or suspected acts of misconduct or other violation of this Code.

Waivers

Each of the Board of Directors (in the case of a violation by a director or executive officer) and the Chief Financial Officer (in the case of a violation by any other person) may, in its discretion, waive any violation of this Code. Any waiver of this Code for a director or an executive officer shall be disclosed as required by SEC and Nasdaq rules.