

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Name and Address of Company

Altitude Resources Inc. (the “**Company**” or “**Altitude**”)
#1100, 736 – 8th Avenue SW
Calgary, AB T2P 1H4

ITEM 2 Date of Material Change

October 10, 2018

ITEM 3 News Release

A news release announcing the material change was disseminated by the Company on October 15, 2018 through CNW.

ITEM 4 Summary of Material Changes

On October 10, 2018 the Company entered into an amalgamation agreement (the “**Amalgamation Agreement**”) with Vibe Bioscience Corporation. (“**Vibe**”), a private integrated cannabis company, and 2657152 Ontario Inc., a wholly-owned subsidiary of the Company. Completion of the transactions contemplated in the Amalgamation Agreement will result in the reverse takeover of Altitude by Vibe (the “**Proposed Transaction**”).

ITEM 5 Full Description of Material Change

Pursuant to the Amalgamation Agreement, the Proposed Transaction will be effected through an arm’s length business combination completed by way of a three-cornered amalgamation pursuant to the provisions of the *Business Corporations Act* (Ontario). As a result, shareholders of Vibe (the “**Vibe Shareholders**”), other than Vibe Shareholders who exercise their dissent rights, will receive 12.04607 common shares in the capital of Altitude (the “**Altitude Shares**”) for each share in the capital Vibe (the “**Vibe Shares**”) held, subject to adjustment.

Upon completion of the Proposed Transaction (and without taking into account the Concurrent Financing (as defined below) or any consolidation or stock split completed prior to completion of the Proposed Transaction), former Vibe Shareholders will hold, in the aggregate, approximately 1,235,574,470 shares in the capital of the resulting issuer (the “**Resulting Issuer Shares**”) representing approximately 98% of the outstanding Resulting Issuer Shares and existing holders of Altitude Shares (the “**Altitude Shareholders**”) will hold, in the aggregate, approximately 26,375,908 Resulting Issuer Shares, representing approximately 2% of the outstanding Resulting Issuer Shares.

The completion of the Proposed Transaction is subject to the satisfaction of various conditions, including but not limited to: (i) the approval of the delisting of the Altitude Shares from the

TSX Venture Exchange (the “**TSXV**”); (ii) the approval of the listing of the Altitude Shares on the Canadian Securities Exchange (the “**CSE**”); (iii) the completion of the Altitude Dispositions (as defined below); (iv) the approval of the Proposed Transaction by the Vibe Shareholders; (v) the approval of various matters related to the Proposed Transaction by the Altitude Shareholders; (vi) the completion of satisfactory due diligence by each of the parties; and (vii) other conditions customary for a transaction of this nature. As part of the Proposed Transaction, the directors, officers and major shareholders of Altitude and Vibe have entered into voting support agreements whereby they will agree to vote their Altitude Shares and Vibe Shares, as applicable, in favour of the Proposed Transaction and matters ancillary thereto. There can be no assurance that the Proposed Transaction will be completed on the terms proposed or at all.

In connection with the Proposed Transaction, Altitude will be required, among other things, to change its name to “Hype Bioscience Corp.”, or such other name as may be determined by the parties and acceptable to applicable regulatory authorities, and replace all directors and officers of Altitude on the effective date with nominees of Vibe.

Subject to the receipt of all applicable approvals, Altitude expects to complete the delisting of the Altitude Shares from the TSXV and the listing of the Altitude Shares on the CSE prior to the completion of the closing of the Proposed Transaction. Subject to satisfaction or waiver of the conditions precedent referred to herein and in the Amalgamation Agreement, Altitude and Vibe anticipate the Proposed Transaction will be completed in the fourth quarter of 2018.

Altitude Dispositions

Completion of the Proposed Transaction is conditional on, among other things, Altitude disposing of all of its mining assets and liabilities as well as the shares of its wholly-owned subsidiary, Altitude Resources Ltd. (collectively, the “**Altitude Dispositions**”). It is currently anticipated that Altitude’s Palisades Project will be sold to an arm’s length party on such terms as can be negotiated between Altitude and such party. It is currently anticipated that the balance of Altitude’s mining business, comprised primarily of the Altitude North Project, will be sold to an entity controlled by two directors of the Company via the sale of the shares of Altitude Resources Ltd. to such entity (the “**Related Party Disposition**”).

The Related Party Disposition would be a “related party transaction” as defined in Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) as a result of the Altitude directors’ relationship with purchasing entity. The Company anticipates relying on Section 5.5(b) of MI 61-101 for an exemption from the formal valuation requirement for the Related Party Disposition. The Company anticipates seeking minority shareholder approval for the Related Party Disposition in accordance with Section 5.6 of MI 61-101.

The Altitude Dispositions would constitute the sale of all, or substantially all, of the assets of the Company and will require shareholder approval in accordance with the provisions of the *Business Corporations Act* (Ontario).

Proposed Concurrent Financing

Prior to or concurrent with completion of the Proposed Transaction, Vibe will complete one or more private placement financings (the “**Concurrent Financing**”) for aggregate gross proceeds not to exceed \$50 million. The proceeds raised under the Concurrent Financing will be used to fund the costs associated with completing the Proposed Transaction, the U.S. Acquisitions (as defined below) and for the Resulting Issuer’s general working capital purposes.

U.S. Acquisitions

Vibe has entered into purchase agreements pursuant to which Vibe has agreed to acquire certain controlling equity interests in four entities domiciled in the United States (the “**U.S. Targets**”) for an aggregate purchase price of approximately US\$19 million, payable in a combination of cash and Vibe Shares (collectively, the “**U.S. Acquisitions**”). The U.S. Targets collectively own and operate cannabis dispensaries and production facilities located in the state of California in the United States. Upon completion of the U.S. Acquisitions, Vibe will be a vertically integrated cannabis company operating in the United States.

Related Party Transaction

The Proposed Transaction is a “related party transaction” under MI 61-101 as a result of being a “connected transaction” (as defined in MI 61-101) to the Related Party Disposition. The Company anticipates relying on Section 5.5(b) of MI 61-101 for an exemption from the formal valuation requirement for the Proposed Transaction. The Company anticipates seeking minority shareholder approval for the Proposed Transaction in accordance with Section 5.6 of MI 61-101.

ITEM 6 Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

This material change report is not being filed on a confidential basis.

ITEM 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

ITEM 8 Executive Officer

The name and telephone number of the director of the Company who is knowledgeable about the material change and the material change report is:

Doug Porter, Chief Financial Officer and Interim Corporate Secretary
Tel: 403-870-4349

ITEM 9 Date of Report

October 19, 2018

Cautionary Note Regarding Forward-Looking Statements

This material change report contains statements that constitute “forward-looking statements.” Such forward looking statements involve known and unknown risks, uncertainties and other factors that may cause Altitude’s actual results, performance or achievements, or developments to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking statements. Forward looking statements are statements that are not historical facts and are generally, but not always, identified by the words “expects”, “plans”, “anticipates”, “believes”, “intends”, “estimates”, “projects”, “potential” and similar expressions, or that events or conditions “will”, “would”, “may”, “could” or “should” occur.

Forward-looking statements in this document include, among others, statements relating to Altitude’s expectations regarding the completion of the Proposed Transaction (including the required approvals therefor), the Concurrent Financing, the U.S. Acquisitions, the Altitude Dispositions (including the Related Party Disposition), the business plans of the Resulting Issuer, Altitude’s proposed name change and other statements that are not historical facts. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors and risks include, among others:

- that there is no assurance that the parties will obtain the requisite director, shareholder and regulatory approvals for the Proposed Transaction, the Related Party Disposition and all matters ancillary thereto;
- there is no assurance that the Concurrent Financing will be completed or as to the actual offering price or gross proceeds to be raised in connection with the Concurrent Financing;
- there is no assurance that the U.S. Acquisitions will be completed or as to the terms and conditions of such acquisition or purchase price to be paid for the U.S. Targets;
- there is no assurance that the Altitude Dispositions will be completed or as to the terms and conditions of such dispositions, the consideration to be received by the Company in respect thereof or as to the identity of the acquiring parties;
- following completion of the Proposed Transaction, the Resulting Issuer may require additional financing from time to time in order to continue its operations. Financing may not be available when needed or on terms and conditions acceptable to Altitude;
- compliance with extensive government regulation;

- domestic and foreign laws and regulations could adversely affect the Resulting Issuer's business and results of operations;
- the stock markets have experienced volatility that often has been unrelated to the performance of companies. These fluctuations may adversely affect the price of the Resulting Issuer's securities, regardless of its operating performance;
- adverse changes in the public perception of cannabis;
- decreases in the prevailing prices for cannabis and cannabis products in the markets that the Resulting Issuer will operate in; and
- there is no assurance that the Proposed Transaction will close on the terms anticipated or at all.

When relying on the Altitude's forward-looking statements and information to make decisions, investors and others should carefully consider the foregoing factors and risks and other uncertainties and potential events. Altitude has assumed that the material factors referred to in the previous paragraphs will not cause such forward-looking statements and information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors. Altitude undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.

THE FORWARD-LOOKING INFORMATION CONTAINED IN THIS MATERIAL CHANGE REPORT REPRESENTS THE EXPECTATIONS OF ALTITUDE AS OF THE DATE OF THIS MATERIAL CHANGE REPORT AND, ACCORDINGLY, IS SUBJECT TO CHANGE AFTER SUCH DATE. READERS SHOULD NOT PLACE UNDUE IMPORTANCE ON FORWARD-LOOKING INFORMATION AND SHOULD NOT RELY UPON THIS INFORMATION AS OF ANY OTHER DATE. WHILE ALTITUDE MAY ELECT TO, IT DOES NOT UNDERTAKE TO UPDATE THIS INFORMATION AT ANY PARTICULAR TIME EXCEPT AS REQUIRED IN ACCORDANCE WITH APPLICABLE LAWS.

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