

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
OF ALTITUDE RESOURCES INC.**

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Altitude Meeting**") of the shareholders (the "**Altitude Shareholders**") of Altitude Resources Inc. ("**Altitude**" or the "**Corporation**") will be held at 3<sup>rd</sup> Floor, 736-8<sup>th</sup> Avenue S.W., Calgary, Alberta T2P 1H4 on January 24, 2019 at 10:00 a.m. (Calgary time) for the following purposes, as more particularly described in the accompanying joint management information circular (the "**Circular**"):

1. to receive and consider the audited financial statements of Altitude as at and for the financial years ended July 31, 2018, 2017 and 2016, together with the report of the auditor's thereon;
2. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution to fix the number of directors of Altitude at five (5);
3. to consider and, if thought appropriate, to pass, with or without variation, a special resolution authorizing the board to fix the number of directors from time to time within the minimum and maximum set out in the articles of the Corporation;
4. to consider and if thought appropriate, to pass, with or without variation, an ordinary resolution electing five (5) directors of Altitude;
5. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution to appoint RSM Canada LLP as the Corporation's auditor for the ensuing year and authorize the board of directors of Altitude (the "**Altitude Board**") to fix the auditor's remuneration;
6. to consider and if thought appropriate, to pass with or without variation, an ordinary resolution, the full text of which is set forth in Schedule E to the Circular, re-approving the stock option plan of Altitude;
7. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in Schedule F to the Circular, to confirm, ratify and approve all past actions of the Corporation;
8. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution of the minority Altitude Shareholders, the full text of which is set forth in Schedule G to the Circular, authorizing and approving a reverse take-over of Altitude by way of a "three-cornered amalgamation" (the "**Amalgamation**") pursuant to which the shareholders of Vibe Bioscience Corporation ("**Vibe**") will receive, subject to adjustment, common shares in the capital of the Corporation (the "**Altitude Shares**") on the basis of 6.883 Altitude Shares for each one (1) common share of Vibe held;
9. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution of the minority Altitude Shareholders, the full text of which is set forth in Schedule H to the Circular, authorizing and approving the disposition (the "**Subco Disposition**") of the shares of Altitude Resources Ltd. ("**Subco**") to Noir Resources Ltd., an entity controlled by Eugene Wusaty and Doug Porter, each a director and officer of Altitude, to be implemented regardless of whether the Amalgamation is completed, subject to final approval of the Altitude Board as to whether to proceed with, and the timing for, the Subco Disposition;
10. to consider and, if thought appropriate, to pass, with or without variation, a special resolution, the full text of which is set forth in Schedule I to the Circular, authorizing and approving the sale of all or substantially all of the assets of Altitude (the "**Altitude Asset Disposition Resolution**");

11. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution of the majority of the minority Altitude Shareholders, the full text of which is set forth in Schedule J to the Circular, to delist the Altitude Shares from the TSX Venture Exchange;
12. to consider and, if thought appropriate, to pass, with or without variation, a special resolution, the full text of which is set forth in Schedule K to the Circular, to be conditional on and effective following the closing of the Amalgamation to change the name of the Corporation to "Vibe Bioscience Corp.", or such other name as may be determined by the Altitude Board;
13. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution to be conditional on and effective following the closing of the Amalgamation electing Mark Waldron, Jim Meloche, Gregory Bass and Brian Arbique as directors of the Resulting Issuer, to take effect only in the event that the Amalgamation is completed;
14. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution to be conditional on and effective following the closing of the Amalgamation to appoint Davidson and Company LLP as the Resulting Issuer's auditor for the ensuing year and authorize the board of directors of the Resulting Issuer to fix the auditor's remuneration, to take effect only in the event that the Amalgamation is completed;
15. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in Schedule M to the Circular, to be conditional on and effective only following the closing of the Amalgamation, to authorize and approve the adoption of a new equity incentive plan of the Resulting Issuer, to be implemented only in the event that the Amalgamation is completed;
16. to consider and if thought appropriate, to pass with or without variation, an ordinary resolution, the full text of which is set forth in Schedule L to the Circular, authorizing and approving a consolidation of the Altitude Shares on the basis of a ratio of one (1) post-consolidation Altitude Share for each five (5) to fifteen (15) pre-consolidation Altitude Shares; and
17. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The Amalgamation will be completed pursuant to the amalgamation agreement dated October 10, 2018 and amended on December 18, 2018 among Altitude, 2657152 Ontario Inc. and Vibe, a copy of which is appended as Schedule D to the Circular and is also available under Altitude's profile on the SEDAR website at [www.sedar.com](http://www.sedar.com). A description of the Amalgamation and the other matters to be dealt with at the Altitude Meeting is included in the Circular.

The Altitude Board has fixed the close of business on December 3, 2018, as the record date for the determination of the Altitude Shareholders entitled to receive notice of, and to vote at, the Altitude Meeting. Only Altitude Shareholders whose names have been entered in the register of shareholders as of the close of business on December 3, 2018 will be entitled to receive notice of, and to vote at, the Altitude Meeting.

Whether or not you are able to attend the Altitude Meeting in person, you are encouraged to provide voting instructions on the enclosed form of proxy as soon as possible. The Corporation's transfer agent, TSX Trust Company, must receive your proxy no later than January 22, 2019 at 10:00 a.m. (Toronto time), or, if the Altitude Meeting is adjourned or postponed, no later than 48 hours (excluding Saturdays, Sundays and holidays in the Province of Ontario) before any adjourned or postponed Altitude Meeting. You must send your proxy to the Corporation's transfer agent by either using the envelope provided or by mailing the proxy to Altitude Inc. c/o TSX Trust Company, 301 – 100 Adelaide Street West, Toronto, Ontario, Canada M5H 4H1. You may vote by facsimile at 1-416-595-9593 or on the internet by going to [www.voteproxyonline.com](http://www.voteproxyonline.com) and following the instructions. You will need your 12-digit control

number located on the form of proxy. If you wish to vote by facsimile or on the internet, you must do so no later than January 22, 2019 at 10:00 a.m. (Toronto time). In addition, you may personally deliver your completed, dated and signed form of proxy to TSX Trust Company at 301 – 100 Adelaide Street West, Toronto, Ontario, Canada M5H 4H1 no later than January 22, 2019 at 10:00 a.m. (Toronto time).

If you are a non-registered Altitude Shareholder (for example, if you hold Altitude Shares in an account with an intermediary), you should follow the voting procedures described in the form of proxy or voting instruction form provided by your intermediary or call your intermediary for information as to how you can vote your Altitude Shares. Note that the deadlines set by your intermediary for submitting your form of proxy or voting instruction form may be earlier than the dates described above, and non-registered Shareholders wishing to vote by facsimile or on the internet must do so no later than January 22, 2019 at 10:00 a.m. (Toronto time).

Late proxies may be accepted or rejected by the Chairman of the Altitude Meeting at his sole discretion. The Chairman is under no obligation to accept or reject any particular late proxy. The time limit for deposit of proxies may be waived or extended by the Chairman of the Altitude Meeting at his discretion, without notice.

Registered Altitude Shareholders have the right to dissent with respect to the Altitude Asset Disposition Resolution and, if the Altitude Asset Disposition Resolution becomes effective, to be paid the fair value of their Altitude Shares in accordance with the provisions of Section 185 of the *Business Corporations Act* (Ontario) (the “**OBCA**”). An Altitude Shareholder’s right to dissent is more particularly described in the Circular and the text of Section 185 of the OBCA is set forth in Schedule to the Circular. Please refer to the Circular under the heading “*Dissenting Altitude Shareholders’ Rights*” for a description of the right to dissent in respect of the Altitude Asset Disposition Resolution.

Failure to strictly comply with the requirements set forth in Section 185 of the OBCA may result in the loss of any right to dissent. Persons who are beneficial owners of Altitude Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only the registered holders of Altitude Shares are entitled to dissent. Accordingly, a beneficial owner of Altitude Shares desiring to exercise the right to dissent must make arrangements for the Altitude Shares beneficially owned by such holder to be registered in such holder’s name prior to the time the written objection to the Altitude Asset Disposition Resolution is required to be received by the Corporation or, alternatively, make arrangements for the registered holder of such Altitude Shares to dissent on behalf of the holder.

DATED this 18<sup>th</sup> day of December, 2018.

BY ORDER OF THE BOARD

(signed) “*George W. Roberts*”

George W. Roberts  
Director