

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 **Name and Address of Company**

Vibe Resources Ltd. (formerly, Altitude Resources Inc.) (the “**Company**” or “**Vibe**”)
2505 - 17 Avenue SW, #214
Calgary, Alberta
T3E 7V3

ITEM 2 **Date of Material Change**

March 25, 2019

ITEM 3 **News Release**

A news release announcing the material change was disseminated by the Company on March 26, 2019 through Globe Newswire.

ITEM 4 **Summary of Material Changes**

On March 26, 2019 the Company announced that it had completed its previously announced reverse takeover of Altitude Resources Inc. pursuant to the terms of an amalgamation agreement dated October 10, 2018, as amended (the “**Amalgamation Agreement**”) among the Company, Vibe Bioscience Corporation, a privately held integrated cannabis company, and 2657152 Ontario Inc. (“**SubCo**”), a wholly-owned subsidiary of the Company (the “**Reverse Takeover**”). The Reverse Takeover was completed by way of a “three cornered amalgamation” pursuant to the provisions of the *Business Corporations Act* (Ontario). The Common Shares (as defined below) are anticipated to begin trading on the Canadian Securities Exchange (“**CSE**”) under the symbol “VIBE”.

In connection with the Reverse Takeover, the Company filed articles of amendments immediately following the completion of the Reverse Takeover to change its name to: (i) change its name to “Vibe Bioscience Ltd.”; and (ii) effect the 12:1 consolidation of its Common Shares (the “**Consolidation**”), which corporate actions were approved by the shareholders of the Company at the meeting held on January 24, 2019.

ITEM 5 **Full Description of Material Change**

On March 25, 2019 the Company completed its previously announced Reverse Takeover of Altitude Resources Inc. pursuant to the terms of the Amalgamation Agreement among the Company, Vibe Bioscience Corporation and SubCo by way of a “three cornered amalgamation” pursuant to the provisions of the *Business Corporations Act* (Ontario), whereby SubCo amalgamated with Vibe Bioscience Corporation and each Vibe Bioscience Corporation shareholder received approximately 6.883 common shares in the capital of the Company (a “**Common Share**”) for every one (1) class A Vibe Bioscience Corporation share (“**Old Vibe Share**”) previously held by such shareholder.

Immediately following the closing of the Reverse Takeover, the Company filed articles of amendment to: (i) change its name to “Vibe Bioscience Ltd.”; and (ii) effect the 12:1 Consolidation, as more fully described in the joint management information circular of the Company dated December 18, 2018, which corporate actions were approved by the shareholders of the Company at the meeting held on January 24,

2019. Following the completion of the Reverse Takeover and Consolidation, each former Vibe Bioscience Corporation shareholder received 0.57358 Common Share for every Old Vibe Share that it previously held. Following completion of the Reverse Takeover and Consolidation, the Company has 76,404,977 Common Shares issued and outstanding, excluding 2,153,414 Common Shares (the “**NGEV Shares**”) issuable upon the satisfaction of certain closing conditions by the vendors of NGEV, Inc. Assuming the exercise of all outstanding options to purchase Common Shares, 82,371,453 Common Shares (excluding the NGEV Shares) would be outstanding on a fully diluted basis. It is expected that the Common Shares will be listed on the CSE at the opening of the markets on or about April 3, 2019, subject to the satisfaction of certain conditions to listing. The Common Shares are expected to trade on the CSE under the symbol “VIBE”.

Escrowed Securities

Pursuant to the terms of National Policy 46-201 (“**NP 46-201**”) and the escrow agreement dated March 25, 2019 among the Company, Odyssey Trust Company (as escrow agent) and the escrowed shareholders of the Company, an aggregate of 35,091,812 Common Shares have been placed in escrow and are subject to the escrow release conditions applicable to “emerging issuers” as set out in NP 46-201. In addition, an aggregate of 8,111,368 Common Shares held by non-principal Shareholders are subject to contractual escrow and will be released from escrow in equal 1/3 installments as follows: (i) 1/3 on July 23, 2019; (ii) 1/3 on November 20, 2019; and (iii) 1/3 on March 24, 2020.

Directors, Officers and Auditor

As a result of the closing of the Reverse Takeover, the directors and officers of the Company are now:

Mark Waldron	Chief Executive Officer and Director
Joe Starr	Chief Operating Officer
Ryan Mercier	Chief Financial Officer
Jim Meloch	Director
Brian Arbique	Director
Jane Gauthier	Director
Raj Kapoor	Director

In connection with the Transaction, the Company has appointed Davidson & Company LLP as auditor of the Company, replacing RSM Canada LLP. There are no reportable events, including disagreements, consultations or unresolved issues, as such terms are defined in National Instrument 51-102 *Continuous Disclosure Obligations*.

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**

Ryan Mercier
Chief Financial Officer
Telephone: 833 420-8423

ITEM 9 **Date of Report**

April 1, 2019