

Form 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

State if the report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

Not applicable.

ITEM 1 – SECURITY AND REPORTING ISSUER

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Security Designation: common shares in the capital of Vibe Bioscience Ltd. (“**Common Shares**”)

Issuer: Vibe Bioscience Ltd. (the “**Issuer**”)
2505 - 17 Avenue SW, #214
Calgary, Alberta T3E 7V3

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Not applicable.

ITEM 2 – IDENTITY OF THE ACQUIROR

2.1 State the name and address of the Acquiror.

Mark Waldron (the “**Acquiror**”)
2505 - 17 Avenue SW, #214
Calgary, Alberta T3E 7V3

The Acquiror is the Chief Executive Officer and a director of the Issuer.

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On August 12, 2019, the Acquiror completed a transaction to transfer 19,495,451 Common Shares (the “**Shares**”), representing 25.45% of the Common Shares, indirectly to a family trust (the “**Trust**”) in consideration for a promissory note (the “**Note**”) in favour of the Acquiror (the “**Transaction**”).

As a result of the Transaction, the Trust is the registered owner of the Shares. The Acquiror, Moyra Waldron and Richard Dettbarn are the trustees of the Trust (collectively, the “**Trustees**”) and have or share control or direction over the Shares. Sara Waldron, the spouse of the Acquiror (the “**Acquiror’s Spouse**”), is the sole beneficiary of the Trust.

Prior to completion of the Transaction, the Acquiror had beneficial ownership of and exercised control or direction over 19,495,451 Common Shares and 866,464 options to acquire Common

Shares (“Waldron Options”), representing approximately 25.45% of the Common Shares on an undiluted basis and representing approximately 26.28% of the Common Shares, assuming the full exercise of the Waldron Options.

As a result of the Transaction, the Acquiror ceased to have beneficial ownership of 19,495,451 Common Shares and the Acquiror’s Spouse acquired such beneficial ownership, representing approximately 25.45% of the Common Shares on an undiluted basis. The Acquiror is a Trustee and continues to have or share control or direction over the Shares.

2.3 State the names of any joint actors.

The Trust, the Trustees and the Acquiror’s Spouse are joint actors with the Acquiror for the purpose of this report.

ITEM 3 – INTEREST IN SECURITIES OF THE REPORTING ISSUER

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror’s securityholding percentage in the class of securities.

As a result of the Transaction, the Acquiror ceased to have beneficial ownership of 19,495,451 Common Shares and the Acquiror’s Spouse acquired such beneficial ownership, representing approximately 25.45% of the Common Shares on an undiluted basis. The Acquiror is a trustee of the Trust and continues to have or share control or direction over the Shares. As a result, following completion of the Transaction and except as described herein, there has been no change to the number of securities or the securityholding percentage that the Acquiror and any joint actors have beneficial ownership of or exercise control or direction over.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

The Acquiror disposed of beneficial ownership of 19,495,451 Common Shares, representing approximately 25.45% of the Common Shares on an undiluted basis. The Acquiror’s Spouse acquired beneficial ownership of 19,495,451 Common Shares, representing approximately 25.45% of the Common Shares on an undiluted basis.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Prior to completion of the Transaction, the Acquiror had beneficial ownership of and exercised control or direction over 19,495,451 Common Shares and 866,464 Waldron Options, representing approximately 25.45% of the Common Shares on an undiluted basis and representing approximately 26.28% of the Common Shares, assuming the full exercise of the Waldron Options. Prior to completion of the Transaction, the Acquiror’s Spouse did not have beneficial ownership of, or exercise control or direction over, any Common Shares.

Upon completion of the Transaction, the Acquiror has or shares control or direction over 19,495,451 Common Shares and has beneficial ownership of and exercises control or direction over 866,464 Waldron Options, representing approximately 25.45% of the Common Shares on an undiluted basis and representing approximately 26.28% of the Common Shares, assuming the full exercise of the Waldron Options. Upon completion of the Transaction, the Acquiror's Spouse has beneficial ownership of 19,495,451 Common Shares, representing approximately 25.45% of the Common Shares on an undiluted basis.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

- (a) the acquiror, either alone or together with any joint actor, has ownership and control,**

The Acquiror together with the joint actors referred to in Item 2.3 have ownership and/or control of 19,522,451 Common Shares and options to purchase 891,464 Common Shares, representing approximately 25.48% of the Common Shares on an undiluted basis and representing approximately 26.34% of the Common Shares, assuming the full exercise of the options.

- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

None.

- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

See above.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

ITEM 4 – CONSIDERATION PAID

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

The consideration for the Shares pursuant to the Transaction was \$0.41 per Share (being the closing price of the Common Shares on the Canadian Securities Exchange on August 12, 2019), for aggregate consideration of \$7,933,134.91.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

Aggregate consideration of \$7,933,134.91 was paid for the securities purchased pursuant to the Transaction through the issuance of a Note in favour of the Acquiror.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

ITEM 5 – PURPOSE OF THE TRANSACTION

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer.

Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**

- (f) a material change in the reporting issuer's business or corporate structure;
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

The securities referred to above are held for investment purposes. The Acquiror and any joint actor may increase or decrease its ownership of or control or direction over, or exercise the current right to acquire, directly or indirectly, Common Shares or other securities of the Issuer, depending on market conditions and any other relevant factors.

Except as set out in this report, as of the date of this report, the Acquiror and any joint actor have no plans or future intentions that relate to or would result in the items listed in (a) through (k), above.

ITEM 6 – AGREEMENTS, ARRANGEMENTS, COMMITMENTS OR UNDERSTANDINGS WITH RESPECT TO SECURITIES OF THE REPORTING ISSUER

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

ITEM 7 – CHANGE IN MATERIAL FACT

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

ITEM 8 – EXEMPTION

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

The Acquiror and any joint actor relied on the exemption from the formal bid requirements in Section 4.2 of National Instrument 62-104 *Take Over Bids and Issuer Bids* (private agreement exemption) in connection with the Transaction as the Shares were purchased from not more than five persons in the aggregate, the bid was not made generally to holders of the Common Shares and the value of the consideration paid for the Shares was not greater than 115% of the market price of the Common Shares on the date of the bid.

ITEM 9 – CERTIFICATION

The acquiror must certify that the information is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

The certificate must state the following:

I, as the Acquiror, certify, or I, as the agent filing the report on behalf of an Acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: August 13, 2019

MARK WALDRON

By: "Mark Waldron"