Vibe Growth Corporation

Condensed Consolidated Financial Statements
(Unaudited)

As at and for the Three Months Ended March 31, 2023
(In U.S. Dollars, Unless Otherwise Noted)

Notice for National Instrument 51-102
The accompanying unaudited interim condensed consolidated financial statements of Vibe Growth Corporation as at and for the three months ended March 31, 2023, have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company. These statements have not been reviewed or audited by the Company's external auditors.

Vibe BY CALIFORNIA

Vibe Growth Corporation
Unaudited Condensed Consolidated Statements of Financial Position
(Expressed in U.S. dollars)

As at	notes	March 31, 2023	December 31, 2022
Assets			
Current assets			
Cash and cash equivalents		$ 3,866,908	$ 4,546,259
Accounts receivable		144,604	141,409
Inventory	3	2,138,506	2,631,933
Biological assets	4	46,513	73,584
Other current assets		327,033	384,083
Total current assets		6,523,564	7,777,268
Intangible assets and goodwill	5	2,980,333	3,085,938
Property and equipment	6	12,687,683	12,856,651
Right-of-use assets	7	2,056,431	2,171,429
Total assets		$ 24,248,011	$ 25,891,286
Liabilities			
Current liabilities			
Accounts payable		$ 2,792,548	$ 3,455,948
Income taxes payable		6,494,884	6,174,884
Current portion of lease obligations and notes payable	8, 9	493,159	495,111
Total current liabilities		9,780,591	10,125,943
Notes payable	9	986,077	1,003,877
Lease obligations	8	1,773,396	1,880,568
Deferred tax liability		595,950	620,226
Total liabilities		$ 13,136,014	$ 13,630,614
Shareholders' equity			
Share capital	10(a)	$ 32,173,418	$ 32,245,305
Warrants	10(b)	2,620,018	2,620,018
Contributed surplus		2,784,243	2,763,805
Accumulated other comprehensive loss		(369,633)	(375,019)
Deficit		(26,096,049)	(24,993,437)
		11,111,997	12,260,672
Total liabilities and shareholders' equity		$ 24,248,011	$ 25,891,286

Nature of Operations (Note 1)

Going concern (Note 2(c))

Contingencies (Note 13)

The accompanying notes are an integral part of these condensed consolidated financial statements

Vibe Growth Corporation
Unaudited Condensed Consolidated Statements of Operations and Comprehensive Loss
(Expressed in U.S. dollars)

	notes	For the three months ended March 31, 2023	2022
Revenue		**$ 4,003,956**	$ 5,670,976
Cost of goods sold		**2,537,213**	3,727,972
Gross margin before biological asset adjustments		**1,466,743**	1,943,004
Net effect of fair value adjustments for biological assets	*4*	**11,934**	16,427
Gross margin		**1,478,677**	1,959,431
Operating expenses			
General and administrative		**978,330**	867,018
Sales, security and marketing		**860,749**	1,119,035
Stock-based compensation	*10(c) and (d)*	**20,438**	261,591
Depreciation and amortization	*5,6,7*	**417,245**	414,015
		2,276,762	2,661,659
Other expenses (income)			
Finance expense	*8,9*	**60,331**	49,583
Other (income) expense		**(5,569)**	(808)
		54,762	48,775
Loss before income taxes		**(852,847)**	(751,003)
Income tax expense (recovery)			
Current		**320,000**	265,000
Deferred		**(24,276)**	(25,535)
		295,724	239,465
Net loss for the year		**(1,148,571)**	(990,468)
Other comprehensive loss			
Foreign currency translation gain (loss)		**5,386**	(67,028)
Comprehensive loss for the year		**$ (1,143,185)**	$ (1,057,496)
Loss per share			
Basic and Diluted		**$ (0.01)**	$ (0.009)
Weighted average shares outstanding			
Basic and diluted		**112,025,854**	112,143,071

The accompanying notes are an integral part of these condensed consolidated financial statements

Vibe Growth Corporation
Unaudited Condensed Consolidated Statements of Changes in Shareholders' Equity
(Expressed in U.S. dollars)

	Common share capital	Warrants	Contributed surplus	AOCI*	Deficit	Total shareholders' equity
Balance at December 31, 2022	**$ 32,245,305**	**$ 2,620,018**	**$ 2,763,805**	**$ (375,019)**	**$ (24,993,437)**	**$ 12,260,672**
Stock-based compensation	-	-	20,438	-	-	20,438
Share buyback	(71,887)	-	-	-	45,959	(25,928)
Net loss	-	-	-	-	(1,148,571)	(1,148,571)
Comprehensive income	-	-	-	5,386	-	5,386
Balance at March 31, 2023	**$ 32,173,418**	**$ 2,620,018**	**$ 2,784,243**	**$ (369,633)**	**$ (26,096,049)**	**$ 11,111,997**
Check	-	$ -	$ -	$ -	$ -	$ -
Balance at December 31, 2021	**$ 32,245,305**	**$ 2,620,018**	**$ 2,352,326**	**$ (280,652)**	**$ (15,543,183)**	**$ 21,393,814**
Stock-based compensation	-	-	261,591	-	-	**261,591**
Net loss	-	-	-	-	(990,468)	**(990,468)**
Comprehensive loss	-	-	-	(67,028)	-	**(67,028)**
Balance at March 31, 2022	**$ 32,245,305**	**$ 2,620,018**	**$ 2,613,917**	**$ (347,680)**	**$ (16,533,651)**	**$ 20,597,909**

* Accumulated other comprehensive income (loss)

The accompanying notes are an integral part of these condensed consolidated financial statements

Vibe Growth Corporation
Unaudited Consolidated Statements of Cash Flows
(Expressed in U.S. dollars)

	For the three months ended March 31,	
	2023	2022
Operating activities		
Net loss for the year	**$ (1,148,571)**	$ (990,468)
Items not involving cash:		
Unrealized (gain) loss on changes in the fair value of biological assets	**(11,934)**	(16,427)
Stock-based compensation	**20,438**	261,591
Depreciation and amortization	**417,245**	414,015
Unrealized foreign exchange gain (loss)	**4,081**	(15,311)
Deferred income tax recovery	**(24,276)**	(25,535)
	(743,017)	(372,135)
Change in non-cash working capital:		
Accounts receivable	**(3,195)**	1,920
Inventory	**711,201**	(91,894)
Biological assets	**(78,445)**	(356,646)
Other current assets	**57,050**	53,216
Accounts payable and accrued liabilities	**(663,400)**	198,934
Income taxes payable	**320,000**	260,196
Cash flow provided from (used in) operating activities	**(399,806)**	(306,409)
Investing activities		
Intangible assets purchased and developed	**-**	(70,919)
Purchases of property and equipment	**(27,674)**	(1,126,814)
Cash flow provided from (used in) investing activities	**(27,674)**	(1,197,733)
Financing activities		
Share buy backs	**(21,482)**	-
Repayment of lease obligation	**(96,512)**	(116,987)
Repayment of notes payable	**(135,412)**	(46,637)
Cash flow provided from (used in) financing activities	**(253,406)**	(163,624)
Effect of translation of cash held in foreign currencies	**1,535**	49,616
Increase (decrease) in cash and cash equivalents	**(679,351)**	(1,618,150)
Beginning cash and cash equivalents	**4,546,259**	9,098,475
Ending cash and cash equivalents	**$ 3,866,908**	$ 7,480,325
Supplemental cash flow information		
Interest paid in the year	**$ 60,331**	$ 53,412
Income taxes paid in the year	**$ -**	$ -

The accompanying notes are an integral part of these condensed consolidated financial statements

1. NATURE OF OPERATIONS

Vibe Growth Corporation (the "Company" or "Vibe") business is to evaluate, acquire and develop cannabis cultivation, distribution and manufacturing assets and retail cannabis dispensaries, in the U.S., in order to become a vertically integrated cannabis operator. The Company currently operates six dispensaries, one distribution and three cultivation operations in the State of California, plus one dispensary in Portland, Oregon. The Company's registered office is located at #301, 1665 Ellis Street Kelowna, British Columbia V1Y 2B3 and its U.S. head office is located at 8112 Alpine Ave Sacramento, California 95826. The Company's common shares trade on the Canadian Securities Exchange (“CSE”) under the ticker symbol "VIBE" and on the OTCQX Best Market under the symbol "VIBEF."

2. BASIS OF PRESENTATION

(a) Statement of compliance

These condensed interim consolidated financial statements ("consolidated financial statements") have been prepared in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting. These financial statements were authorized for issue by the Board of Directors on May 30, 2023. They do not contain all disclosures required by IFRS for annual financial statements and, accordingly, should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2022. These condensed consolidated financial statements have been prepared using accounting policies consistent with those used in the annual consolidated financial statements.

(b) Measurement basis

These consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments that have been measured at fair value and specifically noted within the notes to these consolidated financial statements.

(c) Going concern

The Company's ability to continue as a going concern is dependent upon its ability to attain profitable operations, generate sufficient funds therefrom, and continue to obtain capital from investors sufficient to meet its current and future obligations. As at March 31, 2023, the Company had a working capital deficit of $2,763,868 (exclusive of the current portion of lease obligations and notes payable), a deficit of $26,096,049 and incurred a net loss of $1,148,571 during the period then ended. The Company’s cash position at March 31, 2023 is $3,866,908. Management continues to focus its efforts on increasing revenues along with minimizing sales, security and marketing and general and administrative expenses, achieving profitability at the Salinas and Ukiah newly opened dispensaries, completing accretive transactions, raising additional capital through debt or equity financings and debt settlement transactions.

Although management’s efforts to raise capital and monetize assets have been successful in the past, there is no certainty that they will be able to do so in the future. These material uncertainties may cast significant doubt about the ability of the Company to continue as a going concern. These consolidated financial statements have been prepared using accounting principles that are applied to a going concern and do not reflect the adjustments that would be necessary to the presentation and carrying amounts of the assets and liabilities if the Company were not able to continue operations. These adjustments and reclassifications may be material.

(d) Functional and presentation currency

These consolidated financial statements are presented in United States Dollars. The Canadian Dollar is the functional currency of the Company and its wholly own subsidiary Hype Canada. The functional currency of the Company's subsidiaries operating in the United States is the United States Dollar.

For reporting purposes, the assets and liabilities of Hype Canada and Vibe are translated into United States Dollars at the closing rate at the date of the balance sheets, and revenue and expenses are translated at the average rate for the period. Foreign currency translation adjustments are recorded in other comprehensive income (loss); a component within equity.

(e) Basis of consolidation

These condensed consolidated financial statements include the accounts of the Company and the following subsidiaries:

Subsidiary	**Jurisdiction of incorporation**
Vibe Investments, LLC	Nevada, U.S.A
Vibe by California Inc.	Nevada, U.S.A
Hype Bioscience Corporation ("Hype Canada")	Alberta, Canada
Hype Holdings, LLC ("Hype USA")	California, U.S.A
Port City Alternative of Stockton Inc. ("Port City")	California, U.S.A
Vibe Cultivation LLC ("Vibe Cultivation")	California, U.S.A
Alpine Alternative Naturopathic Inc. ("Vibe Sacramento")	California, U.S.A
EVR Managers LLC ("Redding")	California, U.S.A
NGEV Inc. ("NGEV" or "Crescent City")	California, U.S.A
Vibe Ukiah, LLC ("Ukiah")	California, U.S.A
Vibe Distribution Corporation ("Vibe Distribution")	California, U.S.A
Vibe Salinas, LLC ("Salinas")	California, U.S.A
Lyt Cannabis Co. ("Monterey Cultivation")	California, U.S.A
Desert Organic Solutions Inc. ("Palm Springs")	California, U.S.A
Portland Asset Holding Corporation ("PAHC")	Oregon, U.S.A
Vibe CBD, LLC ("Vibe CBD")	California, U.S.A

All subsidiaries are wholly-owned by the Company. Subsidiaries are consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date that such control ceases. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity and be exposed to the variable returns from its activities.

Transactions eliminated on consolidation:

Intercompany balances and transactions, and any unrealized income and expenses arising from intercompany transactions, are eliminated in preparing the consolidated financial statements. All intercompany accounts and transactions have been eliminated.

(f) Use of estimates and judgments

The preparation of consolidated financial statements requires management to make estimates and use judgment regarding the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as at the date of the financial statements and the reported amounts of revenues and expenses during the periods presented. By their nature, estimates are subject to measurement uncertainty and changes in such estimates in future periods could require a material change in the financial statements. Accordingly, actual results may differ from the estimated amounts as future confirming events occur. Significant estimates and judgments made by management in the preparation of these financial statements are as follows:

Biological assets and inventory
In calculating the value of the biological assets and inventory, management is required to make several estimates, including estimating the stage of growth of the cannabis plants to the point of harvest, harvesting costs, and selling costs. In calculating final inventory values, management is required to determine an estimate of obsolete inventory and an estimate for any inventory for which cost is lower than estimated net realizable value and recognizes inventory provisions accordingly.

Business combinations
Judgement is required when assessing i) whether or not the acquisition of assets meets the criteria of a business combination; ii) the value of the consideration transferred and the net identifiable assets acquired and liabilities assumed in connection with business combinations and iii) determining goodwill or bargain purchase gain.

Discount rate for leases
Leases require lessees to discount lease payments using the rate implicit in the lease if that rate is readily available. If that rate cannot be readily determined, the lessee is required to use its incremental borrowing rate. The Company generally uses the incremental borrowing rate when initially recording real estate leases as the implicit rates are not readily available as information from the lessor regarding the fair value of underlying assets and initial direct costs incurred by the lessor related to the leased assets is not available. The Company determines the incremental borrowing rate as the interest rate the Company would pay to borrow over a similar term the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

Estimated useful lives and depreciation of property, equipment and intangible assets
Depreciation of property, equipment and intangible assets is dependent upon estimates of useful lives which are determined through the exercise of judgment. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts that take into account factors such as economic and market conditions and the useful lives of assets.

Cash Generating Unit ("CGU")
IFRS requires that the Company's cannabis operations be aggregated into CGUs, based on their ability to generate largely independent cash flows, which are used to assess the dispensaries and cultivation operations for impairment. The determination of the Company's CGUs is subject to management's judgment.

Impairment of property and equipment, intangible assets and goodwill
Indicators of impairment are assessed by management using judgement, considering future plans, market conditions and cannabis prices. In assessing the recoverability, each CGU's carrying value is compared to its recoverable amount, defined as the greater of its fair value less cost to sell and value in use. In assessing value

in use, the estimated future cash flows are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Income taxes
The Company recognizes deferred tax assets to the extent that it is probable that the deductible temporary differences will reverse in the foreseeable future and that sufficient taxable income will be generated in the future to recover such deferred tax assets. Assessing the recoverability of deferred tax assets requires the Company to make significant estimates related to expectations of future taxable income. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the reporting date could be impacted. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods.

Provisions and contingencies
The Company recognizes provisions based on an assessment of its obligations and available information. Any matters not included as provisions are uncertain in nature and cannot be reasonably estimated.

The Company makes assumptions to determine whether obligations exist and to estimate the amount of obligations that we believe exist. In estimating the final outcome of litigation, assumptions are made about factors including experience with similar matters, history, precedents, relevant financial, scientific, and other evidence and facts specific to the matter. This determines whether a provision or disclosure in the financial statements is needed.

Stock-based compensation and warrants
The amounts recorded in respect of share-based compensation and share purchase warrants granted and the derivative liability for non-compensation warrants issued are based on the Company's estimation of their fair value, calculated using assumptions regarding the life of the option or warrant, interest rates and volatility. By their nature, these estimates and assumptions are subject to uncertainty, and the actual fair value of options or warrants may differ at any time.

Functional currency
Management judgement is required in determining the functional currency that represents the economic environment of underlying transactions, events and conditions.

Impairment of non-financial assets
The Company evaluates each non-financial asset every reporting period to determine whether there are any indications of impairment. If any such indication exists, the Company estimates the recoverable amount using estimated future undiscounted cash flows from the related asset group and an impairment loss is recognized to the extent that the carrying amount exceeds the recoverable amount. The recoverable amount of an asset or cash generating group of assets is measured at the higher of fair value less costs to sell and value in use. The estimates and assumptions are subject to risk and uncertainty; hence, there is the possibility that changes in circumstances will alter these projections, which may impact the recoverable amount of the assets. In such circumstances, some, or all of the carrying value of the assets may be further impaired or the impairment charge reduced with the impact recorded in the consolidated statement of loss.

Impairment testing compares the carrying values of the assets being tested with their recoverable amounts (the recoverable amount being the greater of an asset's value in use or its fair value less costs of disposal); Impairment losses are immediately recognized to the extent that the carrying value of an asset exceeds its recoverable amount.

(Expressed in U.S. dollars unless otherwise noted)

3. INVENTORY

The Company's inventory consists of the following:

	March 31, 2023	December 31, 2022
Harvested cannabis - raw materials	$ -	$ 28,422
Work-in-progress	805,909	646,609
Cannabis related products and packaging	1,332,597	1,956,902
	$ 2,138,506	**$ 2,631,933**
Changes in fair value less costs to sell of biological asset transformation (Note 4)	$ (59,003)	$ (551,183)
Realized fair value amounts included in inventory sold	70,937	41,630
Net adjustment due to the changes in biological assets	$ 11,934	$ (509,553)

The Company regularly reviews slow-moving, obsolete and redundant items and records a provision for such amounts to reflect inventory balances at net realizable value. There were no slow-moving, obsolete or redundant inventory items at March 31, 2023.

4. BIOLOGICAL ASSETS

Biological assets consist of cannabis plants in the cultivation division. The changes in the carrying value of the biological assets are as follows:

	March 31, 2023	December 31, 2022
Balance, beginning of period	**$ 73,584**	**$ 135,267**
Changes in fair value less cost to sell due to biological transformation	(59,003)	(551,183)
Production costs	314,870	1,223,618
Transferred to inventory upon harvest	(282,938)	(734,118)
Balance, end of period	**$ 46,513**	**$ 73,584**

The Company values biological assets at the end of each reporting period at fair value less cost to sell ("FVLCS"). The determination of fair value less cost to sell is based on a valuation model that estimates the expected harvest yield per plant applied to the estimated wholesale price per gram, less estimated selling costs. The model also considers the stage of the biological asset in the aggregate plant life cycle.

(Expressed in U.S. dollars unless otherwise noted)

The valuation model includes the following estimates, all of which are Level 3 inputs in the fair value hierarchy:

(i) Average number of weeks in the growing cycle (from propagation to harvest) = 14 weeks based on historical results.

(ii) Average selling price of whole flower = $0.81 per gram based on historical and expected future sales.

(iii) Average harvest yield of whole flower = 33 grams per plant, net of expected wastage, based on historical results.

(iv) Selling costs (shipping, order fulfillment, and labelling) = $0.50 per gram based on historical results.

The above inputs are subject to volatility and uncontrollable factors which could significantly affect the fair value of biological assets in future periods. Management has quantified the sensitivity of the inputs on the calculation of the fair value of the biological assets for the respective period ended is as follows:

	Change in FVLCS at	
	March 31, 2023	**December 31, 2022**
Input		
Selling price per gram - 10% change	$ 5,700	$ 8,800
Harvest yield per plant - 10% change	$ 5,000	$ 8,400

At March 31, 2023, the average stage of completion of the biological assets is 54% based on the number of days remaining to harvest. The estimated FVLCS of dry cannabis at March 31, 2023 is approximately $3.28 per plant and the expected total yield is approximately 219,000 grams of cannabis.

5. INTANGIBLE ASSETS AND GOODWILL

Intangible assets and goodwill consist of the following:

	Intangible assets				
	Licenses	**Software**	**Trademark**	**Goodwill**	**Total**
Cost					
Balance at December 31, 2021	**4,466,057**	**192,472**	**78,500**	**3,321,465**	**8,058,494**
Purchased and developed	**72,747**	**-**	**-**	**-**	**72,747**
Impairment	**-**	**-**	**-**	**(3,321,465)**	**(3,321,465)**
Balance at December 31, 2022 and March 31, 2023	**$ 4,538,804**	**$ 192,472**	**$ 78,500**	**$ -**	**$ 4,809,776**
Accumulated amortization					
Balance at December 31, 2021	**964,525**	**192,472**	**22,690**	**-**	**1,179,687**
Amortization expense	536,300	-	7,851	-	544,151
Balance at December 31, 2022	1,500,825	192,472	30,541	-	1,723,838
Amortization expense	103,669		1,936		105,605
Balance at March 31, 2023	$ 1,604,494	$ 192,472	$ 32,477	$ -	$ 1,829,443
Net book value at December 31, 2022	$ 3,037,979	$ -	$ 47,959	$ -	$ 3,085,938
Net book value at March 31, 2023	**$ 2,934,310**	**$ -**	**$ 46,023**	**$ -**	**$ 2,980,333**

(Expressed in U.S. dollars unless otherwise noted)

The Company assesses whether there are events or changes in circumstances that would more likely than not reduce the fair value of any of its reporting units below their carrying values and therefore, require goodwill and intangibles to be tested for impairment at the end of each period. As at March 31, 2023, no impairment indicators exist.

6. PROPERTY AND EQUIPMENT

Property and equipment consists of the following:

	Buildings	Land	Equipment and other	Construction in process	Total
Cost					
Balance at December 31, 2021	**2,705,875**	**6,050,725**	**2,238,073**	**1,513,133**	**12,507,806**
Acquired in business acquisitions	-	-	-	-	
Purchases	-	-	311,532	1,361,751	1,673,283
Transfers from construction in process	-	-	1,557,606	(1,557,606)	-
Impact of foreign exchange	-	-	(363)	-	(363)
Balance at December 31, 2022	**$ 2,705,875**	**$ 6,050,725**	**$ 4,106,848**	**$ 1,317,278**	**$ 14,180,726**
Purchases	-	-	912	26,762	27,674
Transfers from construction in process	-	-	-	-	-
Balance at March 31, 2023	**$ 2,705,875**	**$ 6,050,725**	**$ 4,107,760**	**$ 1,344,040**	**$ 14,208,400**
Accumulated amortization					
Balance at December 31, 2021	**242,967**	**-**	**436,568**	**-**	**679,535**
Depreciation expense	106,575	-	538,287	-	644,862
Impact of foreign exchange	-	-	(322)	-	(322)
Balance at December 31, 2022	**349,542**	**-**	**974,533**	**-**	**1,324,075**
Depreciation expense	27,275	-	169,367	-	196,642
Balance at March 31, 2023	**376,817**	**-**	**1,143,900**	**-**	**1,520,717**
Net book value at December 31, 2022	$ 2,356,333	$ 6,050,725	$ 3,132,315	$ 1,317,278	$ 12,856,651
Net book value at March 31, 2023	**$ 2,329,058**	**$ 6,050,725**	**$ 2,963,860**	**$ 1,344,040**	**$ 12,687,683**

Buildings and equipment and other assets are depreciated on a straight-line basis over their estimated useful lives. Land is not depreciated.

Assets under construction consist of improvements and renovations being completed on the Company's property and equipment. The construction and upgrades are not yet complete and will not be subject to depreciation until the underlying asset is available for use. At March 31, 2023, $1,344,040 (December 31, 2022 - $1,317,278) was classed as construction in progress.

The Company did not dispose of any property and equipment in the three month period ended March 31, 2023, and there were no impairments of property and equipment at March 31, 2023.

(Expressed in U.S. dollars unless otherwise noted)

7. RIGHT-OF-USE ASSETS

Right-of-use assets consist of the following:

	Dispensary Leases
Balance at December 31, 2021	**$ 2,169,438**
Lease extension	1,341,004
Change in cash flow estimate	20,810
Balance at December 31, 2022 and March 31, 2023	**$ 3,531,252**
Accumulated depreciation	
Balance at December 31, 2021	**$ 872,150**
Depreciation expense	487,673
Balance at December 31, 2022	**1,359,823**
Depreciation expense	114,998
Balance at March 31, 2023	**$ 1,474,821**
Net book value at December 31, 2022	$ 2,171,429
Net book value at March 31, 2023	**$ 2,056,431**

The right-of-use assets are being depreciated on a straight-line basis over the remaining term of the underlying lease as there are no options to acquire or otherwise transfer ownership of the underlying asset to the Company at the end of the lease term.

8. LEASE OBLIGATIONS

A reconciliation of the discounted lease obligation is set forth below:

	March 31, 2023	December 31, 2022
Balance, beginning of period	$ 2,279,929	$ 1,388,952
Acquired in business acquisitions	-	-
Additions to leased assets	-	1,341,006
Principal paid	(96,512)	(470,839)
Change in cash flow estimate	-	20,810
Balance, end of the period	2,183,417	2,279,929
Less current portion of lease obligation	(410,021)	(399,361)
Lease obligations, long term	**$ 1,773,396**	**$ 1,880,568**

(Expressed in U.S. dollars unless otherwise noted)

Neither of the leases contains purchase or early termination options and there are no requirements to purchase the underlying assets or any residual value guarantees at the end of the leases. In 2023, the Company incurred $44,958 of interest with respect to the aforementioned leases.

The Company has the following future commitments associated with its dispensary lease obligations:

Less than one year	$ 569,970
2 - 5 years	1,593,083
Thereafter	610,197
Total lease payments	2,773,250
Amount representing interest over the term	(589,833)
Present value of the net obligation	$ 2,183,417

The Company utilized certain IFRS 16 exemptions to exclude low-value right-of-use assets and short-term lease arrangements as leases. The Company has a variable lease agreement at NGEV whereby the rent is based on 10% of the net revenue. Variable lease arrangements are recognized as operating lease payments and totalled $22,408 and were recognized in costs of goods sold in the consolidated statements of operations during the three month period ended March 31, 2023.

9. NOTES PAYABLE

The Company's notes payable consists of the following:

	March 31, 2023	December 31, 2022
Note payable:		
Land and buildings *(1)*	$ 1,011,434	$ 1,024,077
Deferred rent *(2)*	13,167	26,334
Vehicles *(3)*	44,614	49,216
Total notes payable	1,069,215	1,099,627
Less current portion:	(83,138)	(95,750)
Notes payable, long term	**$ 986,077**	**$ 1,003,877**

(1) The Company has a secured note payable outstanding related to the acquisition of land and buildings in Sacramento, California totalling $1,011,434 at March 31, 2023 (Note 6). The note bears interest at 6% per year, requires monthly payments of principal and interest totalling $9,314 and matures in April 2036. Interest expense recognized in the 2023 three month period totalled $15,298 and principal repaid was $12,643. Principal repayments due in the next 12 months totalling $52,505 are recorded as current liabilities on the condensed consolidated statement of financial position at March 31, 2023.

(2) In conjunction with the acquisition of NGEV in 2020, the Company assumed an unsecured deferred rent note payable. The note is non-interest bearing, requires monthly payments of $4,389 and matures in July 2023. Principal repayments due in the next 12 months totalling $13,167 are recorded as current liabilities on the condensed consolidated statement of financial position at March 31, 2023.

(3) The Company also has four vehicle acquisition notes payable. The notes payable bear interest ranging from 0% to 0.99% per year, require monthly payments of principal and interest totalling $1,475 and mature in June, July, September 2025 and March 2026. Principal repayments due in the next 12 months totalling $17,466 are recorded as current liabilities on the consolidated statement of financial position at March 31, 2023.

(Expressed in U.S. dollars unless otherwise noted)

The following table presents the contractual maturities of the notes payable at March 31, 2023 on an undiscounted basis:

	Notes payable			
	Land and Buildings	**Deferred Rent**	**Vehicles**	**Total**
Amounts due				
Less than one year	$ 52,505	$ 13,167	$ 17,466	**$ 83,138**
One to three years	223,526	-	27,148	**250,674**
Four to five years	223,526	-	-	**223,526**
Thereafter	511,877	-	-	**511,877**
Total maturities at March 31, 2023	**$ 1,011,434**	**$ 13,167**	**$ 44,614**	**$ 1,069,215**

10. SHAREHOLDERS' EQUITY

(a) Share capital

The Company is authorized to issue an unlimited number of common shares. Holders of common shares are entitled to participate in dividends when declared by the Company.

The Company has the following issued and outstanding common shares:

	March 31, 2023	**December 31, 2022**
Balance, beginning of period	**112,143,071**	**112,143,071**
Share buy back *(i)*	(250,000)	-
Balance, end of period	**111,893,071**	**112,143,071**

(i) *On December 2, 2022, the Company instituted a normal course issuer bid (NCIB) through the facilities of the Canadian Securities Exchange (CSE). Pursuant to the NCIB, Vibe may purchase on the Canadian Securities Exchange up to an aggregate of approximately 5,607,150 of Vibe's common shares, representing approximately 5 percent of Vibe's issued and outstanding common shares. The price Vibe will pay for any such common shares will be the market price at the time of the acquisitions. The actual number of common shares which may be purchased through the NCIB and the timing of any such purchases will be determined at the discretion of management. The average price paid for the shares during the period was CAD $0.11. Subsequent to March 31, 2023, 393,000 common shares were purchased with an average cost of CAD $0.055.*

(b) Warrants

	March 31, 2023	**December 31, 2022**
Balance, beginning and end of period	**11,264,111**	**11,264,111**

(Expressed in U.S. dollars unless otherwise noted)

Date of Grant	Number Outstanding	Exercise Price (CAD $)	Weighted Average Remaining Contractual Life	Expiry Date	
March 16, 2021	1,331,736	$ 0.82	0.96	March 16, 2024	
March 16, 2021	9,728,375	$ 1.06	0.96	March 16, 2024	*(i)*
March 16, 2021	204,000	$ 1.06	0.96	March 16, 2024	*(i)*
	11,264,111				

(i) *If the volume-weighted average price of the common shares on the Canadian Securities Exchange (or any such other stock exchange in Canada as the common shares may trade at the applicable time) is greater than or equal to CAD $2.12 per common share for a period of 10 consecutive trading days at any time following the date hereof, the Company may, in its sole discretion and upon giving notice to holders of warrants, accelerate the expiry of the warrants to the date that is 30 days following the date of such notice.*

(c) Stock Options

The Company has a stock option plan that provides for the issuance to its directors, officers, employees and consultants options to purchase from treasury a number of common shares not exceeding 10% of the common shares that are outstanding from time to time which is the number of shares reserved for issuance under the plan. The options are non-transferable if not exercised. The exercise price is based on the Company's common shares prior to the day of the grant, which may be different from the closing price of such shares on the day of grant for options granted to date. To date the exercise price has not been materially different from the trading price of the shares on the grant date. A summary of the status of the Company's stock option plan as at March 31, 2023 and December 31, 2022 and changes during the respective periods ended on those dates is presented below:

	March 31, 2023		**December 31, 2022**	
	Number of options	**Weighted average exercise price** (CAD $)	**Number of options**	**Weighted average exercise price** (CAD $)
Balance, beginning of period	**5,342,497**	**$ 0.38**	**6,543,260**	**$ 0.46**
Cancelled / Expired	(130,000)	0.43	(1,200,763)	0.80
Balance, end of period	**5,212,497**	**$ 0.38**	**5,342,497**	**$ 0.38**
Exercisable, end of period	**3,664,162**	**$ 0.38**	**3,683,330**	**$ 0.38**

The range of exercise prices for the options outstanding and exercisable at March 31, 2023, are as follows:

(Expressed in U.S. dollars unless otherwise noted)

Date of Grant	Number Outstanding	Exercise Price (CAD $)		Weighted Average Remaing Contractual Life	Expiry Date	Number Exerciseable
August 2, 2018	12,997	$	0.006	0.34	August 2, 2023	12,997
May 30, 2019	202,000	$	0.52	0.16	May 30, 2023	202,000
October 1, 2019	150,000	$	0.20	0.50	October 1, 2023	150,000
October 8, 2020	185,000	$	0.56	1.53	October 8, 2024	156,667
December 16, 2020	150,000	$	0.60	1.72	December 16, 2024	100,000
March 25, 2021	45,000	$	1.07	0.99	March 25, 2024	45,000
December 21, 2021	4,467,500	$	0.36	2.74	December 24, 2025	2,997,498
	5,212,497					3,664,162

Subsequent to the period ending March 31, 2023, 202,000 options expired unexercised with an exercise price of CAD $0.52 and 45,000 options were cancelled with an average exercise price of CAD $0.78.

(d) Restricted Share Units

At the Company's June 24, 2020, Annual and Special Meeting of Shareholders, the shareholders approved an equity-settled Restricted Share Unit plan ("RSU") for certain officers, directors, employees and consultants. The units are awarded at no cost to the recipient, and the fair market value determined at the grant date is expensed uniformly over their vesting period. The fair market value of the award is based on the volume weighted average trading price for the shares on the Canadian Stock Exchange ("CSE") on the grant date. RSU expense is recognized over the vesting period with a related credit to contributed surplus. Vibe recognizes the expense based on the best available estimate of the number of RSUs expected to vest and revises the estimate if necessary. Upon redemption of RSUs, the contributed surplus balance is reduced through a credit to shareholders' capital. The Company has issued 850,000 RSUs. In March 2021, the Company granted 100,000 RSU's at $1.07 (CAD) per RSU and in February 2022, the Company granted 600,000 RSU's at $0.32 (CAD) per RSU. The RSU's granted were based on the Company's share price at the date of grant.

11. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, other current assets, accounts payable, and notes payable.

<u>Fair Value Measurements</u>
All financial instruments are initially recognized at fair value and subsequently measured at amortized costs.

The carrying value of cash and cash equivalents, restricted cash, accounts receivable, other current assets, accounts payable and subscriptions received in advance approximately their value due to the short period to maturity of these instruments.

The fair value of the notes payable approximates fair value as they are based on amounts owed to third parties and estimated internal borrowing rates (in the case of lease obligations) using current market price indicators.

Liquidity Risk

Liquidity risk includes the risk that as a result of the Company's operational liquidity requirements:

- The Company will not have sufficient funds to settle a transaction on the due date;
- The Company will be forced to sell financial assets at a value that is less than what they are worth; or
- The Company may be unable to settle or recover a financial asset.

The Company's approach to managing liquidity is to ensure, within reasonable means, sufficient liquidity to meet its liabilities when due, under both normal and unusual conditions, without incurring unacceptable losses or jeopardizing the Company's business objectives. The Company prepares annual capital expenditure budgets which are monitored regularly and updated as considered necessary. Store sales are monitored daily to provide current cash flow estimates and the Company utilizes authorizations for expenditures on projects to manage capital expenditures. Any funding shortfall may be met in several ways, including, but not limited to, the issuance of new debt or equity instruments or expenditure reductions.

The Company is obligated to the following contractual maturities of undiscounted cash flows:

	Less than one year	One to Three years	Four to Five years	Thereafter	Total
Financial liability					
Accounts payable	$ 2,792,548	$ -	$ -	$ -	$ 2,792,548
Notes payable	83,138	250,674	223,526	511,877	1,069,215
Lease obligations	569,970	1,083,562	509,521	610,197	2,773,250
Total contractual maturities	**$ 3,445,656**	**$ 1,334,236**	**$ 733,047**	**$ 1,122,074**	**$ 6,635,013**

Market Risk

Market risk is comprised of four components: currency risk, interest rate risk, concentration risk and price risk.

i) Foreign Currency Exchange Risk

The Company operates on an international basis and therefore foreign exchange risk exposures arise from transactions denominated in currencies other than the United States Dollar. The Company is exposed to foreign currency fluctuations as it holds cash and incurs expenditures in administrative costs in foreign currencies. The Company incurs expenditures in Canadian Dollars and United States Dollars and is exposed to fluctuations in exchange rates in these currencies. There are no exchange rate contracts in place as at March 31, 2023 and December 31, 2022.

ii) Interest Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company is not currently exposed to interest rate risk as its mortgage and notes payable bear interest at fixed rates.

iii) Concentration Risk

The Company primarily operates in California. Should economic conditions deteriorate within that region, its results of operations and financial position would be negatively impacted.

(Expressed in U.S. dollars unless otherwise noted)

iv) Price Risk

Price risk is the risk of variability in fair value due to movements in market prices. Please refer to Note 4 Biological Assets for the Company's assessment of certain changes in the fair value assumption used in the calculation of biological asset values.

12. CAPITAL MANAGEMENT

The Company views its capital as the combination of notes payable and shareholders' equity. The Company's objectives when managing its capital are to safeguard assets while maximizing the growth of the business and return to shareholders. The overall capitalization of the Company is as follows:

	March 31, 2023	December 31, 2022
Notes payable, including current portion	$ 1,069,215	$ 1,099,627
Shareholders' equity	11,111,997	12,260,672
Total capital	**$ 12,181,212**	**$ 13,360,299**

In order to meet the Company's capital management objectives, management is focused on several specific strategies as follows:

(i) Ensuring the Company has the financing capacity to continue to execute on opportunities to increase overall market share through strategic acquisitions.
(ii) Maintaining a strong capital base to secure investor, creditor and market confidence and ensure the Company's strategic objectives are met.
(iii) Providing shareholder return through profitable business opportunities that grow the Company and benefit other stakeholders, while also safeguarding the entity's ability to continue as a going concern.

In managing the Company's capital, management considers current economic conditions, the underlying assets' risk characteristics, and the Company's planned capital requirements within guidelines approved by its Board of Directors. Total capitalization is maintained or adjusted by issuing new debt or equity securities when opportunities are identified and through the disposition of under-performing assets to reduce debt or equity when required. The Company has not changed its capital management strategy in the period.

13. CONTINGENCIES

The Company’s operations are subject to a variety of local and state regulations. Failure to comply with one or more of those regulations could result in fines or restrictions on its operations and losses of permits that could cause the Company to cease operations. While management believes that the Company is compliant with applicable local and state regulations at March 31, 2023, medical and adult-use cannabis regulations continue to evolve and are subject to differing interpretations. Accordingly, the Company may be subject to regulatory fines, penalties or operating restrictions in the future.

Although the possession, cultivation and distribution of cannabis for recreational and medical use is permitted in California and Oregon cannabis is a Schedule-I controlled substance and its use remains a violation of federal law. Since federal law criminalizing the use of cannabis preempts state laws that legalize its use, strict enforcement of federal law regarding cannabis would likely result in the Company’s inability to proceed with managements business plans. Also, the Company’s assets, including real property, cash, equipment and other goods, could be subject to asset forfeiture because cannabis is still federally illegal.

The Company records tax benefits for all years subject to examination based upon management's evaluation of the facts, circumstances and information available at the reporting date. There is inherent uncertainty in quantifying income tax positions, especially considering the complex tax laws and regulations for federal, state and foreign jurisdictions in which the Company operates. The Company has recorded tax benefits for those tax positions where it is more likely than not that a tax benefit will result upon ultimate settlement with a tax authority that has all relevant information. For those income tax positions where it is not more likely than not that a tax benefit will result, no tax benefit has been recognized in the Consolidated Financial Statements.

From time to time, the Company may be involved in litigation or have claims sought against it in normal business operations. Management of the Company is aware of three outstanding claims.

a) The first claim deals with a contract dispute over the fees paid on the Palm Springs acquisition. The Company has paid the claimant $34,000 and is of the opinion no further compensation is due to the claimant.

b) On February 6, 2023, Vibe Cultivation, LLC was served with a complaint by a former employee alleging the following causes of action: (1) Harassment Based on Race in Violation of California Government Code § 12940(j) - Hostile Work Environment; (2) Discrimination Based on Race in Violation of California Government Code § 12940(a); (3) Retaliation for Complaining of Discrimination and Harassment on the basis of race in Violation of California Government Code § 12940(h); (4) Failure to Prevent Discrimination, Retaliation and Harassment in Violation of California Government Code § 12940(k); and (5) Wrongful Termination in Violation of Public Policy. No provision for the potential claim has been recorded as at December 31, 2022.

c) On March 27, 2023, Vibe was served with a class action complaint filed by three the individuals against us and six (6) other defendants, on behalf of themselves and those similarly situated, alleging nine (9) wage and hour causes of action. Specifically, they plead the following causes of action: (1) *Alleged* Unfair Competition in Violation of California Business and Professions Code § 17200 et seq.;(2) *Alleged* Failure to Pay Minimum Wages in Violation of California Labor Code § § 1194, 1197, and 1197.1; (3) *Alleged* Failure to Pay Overtime Wages in Violation of California Labor Code §§ 510, et seq.;(4) *Alleged* Failure to Provide Required Meal Periods in Violation of California Labor code §§ 226.7 & 512 and the Applicable Wage Order; (5) *Alleged* Failure to Provide Required Meal Periods in Violation of California Labor Code §§ 226.7 & 512 and the Applicable Wage Order; (6) *Alleged* Failure to Provide Wages When Due in Violation of California Labor Code §§ 201, 202, and 203; (7) *Alleged* Failure to Provide Accurate Itemized Wage Statements in Violation of California Labor Code § 226; (8) *Alleged* Failure to Reimburse employees for Required Expenses in Violation of California Labor Code § 2802; and (9) *Alleged* Violation of the Private Attorneys Genera Act [Labor Code §§ 2698 et seq.]. In their complaint, the Plaintiffs claim that the amount in controversy is under five million dollars. The Company is of the view that the potential claim is entirely without merit and will vigorously defend any action brought forth. No provision for the potential claim has been recorded as at December 31, 2022.

Under the terms of certain agreements and the Company's by-laws, the Company indemnifies individuals who have acted at the Company's request to be a director and/or officer of the Company, to the extent permitted by law, against any and all damages, liabilities, costs, charges or expenses suffered by or incurred by the individuals as a result of their service.

(Expressed in U.S. dollars unless otherwise noted)

14. EXPENSES BY NATURE

The Company presents certain expenses in the consolidated statements of operations and comprehensive loss by function. The following table presents these expenses by nature for the periods ended March 31, 2023 and 2022.

	March 31, 2023	March 31, 2022
General and administrative		
Salaries, benefits and other employee costs	$ 585,860	$ 576,790
Professional fees	134,525	66,394
Rent and utilities	51,086	19,563
Other	206,859	204,271
	$ 978,330	**$ 867,018**
Selling, security and marketing		
Salaries, benefits and other employee costs	$ 723,877	$ 704,931
Security services	8,823	100,260
Advertising and promotion	89,686	127,508
Other	38,363	186,336
	$ 860,749	**$ 1,119,035**

15. SEGMENTED DISCLOSURE

The Company has five reportable operating segments for the three month period ended March 31, 2023: Dispensaries, Cultivation, Distribution, Real Estate and Corporate. The Company, through its operating segments, is engaged primarily in the retail sale and cultivation of cannabis. Management will regularly review the operating results of each operating segment to assess the operating segments' profitability and, correspondingly, the ability of each operating segment to sustain capital, enable future growth through capital investment and to repay debt.

The following tables show information regarding the Company's segments as at and for the three month period ended March 31, 2023.

(Expressed in U.S. dollars unless otherwise noted)

As at March 31, 2023	Dispensaries	Cultivation	Distribution	Real Estate	Corporate	Total
Assets						
Total current assets	$ 1,753,649	$ 457,420	$ 1,458,103	$ 59,190	$ 2,795,202	$ 6,523,564
Intangible assets and goodwill	2,211,485	515,526	253,322	-	-	2,980,333
Property and equipment	1,269,676	3,077,393	138	8,340,476	-	12,687,683
Right-of-use assets	2,003,648	-	52,783	-	-	2,056,431
Total assets	$ 7,238,458	$ 4,050,339	$ 1,764,346	$ 8,399,666	$ 2,795,202	$ 24,248,011
Liabilities						
Total current liabilities	$ 2,487,230	$ 34,238	$ 357,487	$ 52,505	$ 6,849,131	$ 9,780,591
Notes payable	27,148	-	-	958,929	-	986,077
Lease obligations	1,750,931	-	22,465	-	-	1,773,396
Deferred tax liability	504,379	91,571	-	-	-	595,950
Total liabilities	$ 4,769,688	$ 125,809	$ 379,952	$ 1,011,434	$ 6,849,131	$ 13,136,014

For the Three Month Period Ended March 31, 2023	Dispensaries	Cultivation	Distribution	Real Estate	Corporate	Consolidating Adjustments	Total
Revenue	$ 4,003,956	$ 278,528	$ 486,528	$ -	$ -	$ (765,056)	$ 4,003,956
Cost of goods sold	2,483,852	314,870	432,610	-	-	(694,119)	2,537,213
Gross margin before biological asset adjustments	1,520,104	(36,342)	53,918	-	-	(70,937)	1,466,743
Net effect of adjustments for biological assets	-	(59,003)	-	-	-	70,937	11,934
Gross margin	1,520,104	(95,345)	53,918	-	-	-	1,478,677
Operating expenses							
General and administrative	649,434	54,098	26,858	380	247,560	-	978,330
Sales, security and marketing	840,001	11,953	8,795	-	-	-	860,749
Stock-based compensation	-	-	-	-	20,438	-	20,438
Depreciation and amortization	250,788	116,959	16,757	15,698	17,043	-	417,245
	1,740,223	183,010	52,410	16,078	285,041	-	2,276,762
Other expenses (income)	37,114	1,799	1,289	15,298	(738)	-	54,762
Income (loss) before income taxes	(257,233)	(280,154)	219	(31,376)	(284,303)	-	(852,847)
Income tax expense (recovery)	(20,760)	(3,516)	-	-	320,000	-	295,724
Net income (loss) for the period	$ (236,473)	$ (276,638)	$ 219	$ (31,376)	$ (604,303)	$ -	$ (1,148,571)