



Vibe Announces Agreement to Acquire California Distribution and Manufacturing Business

SACRAMENTO, Calif., Aug. 30, 2020 -- **Vibe Bioscience Ltd. (CSE:VIBE, OTC:VBSCF, GERMANY:A061)** (the “Company” or “Vibe”), a California based cannabis retailer and cultivator, is pleased to announce it has entered into a definitive agreement to acquire Cathedral Asset Holding Corporation (“CAHC” or “Cathedral”) and its distribution and manufacturing assets in Santa Rosa, California. CAHC is a wholly owned subsidiary of Ventura Cannabis and Wellness Corp. (**CSE: VCAN**) (“Ventura”)

“The acquisition of Cathedral makes Vibe a true, vertically integrated cannabis cultivator, distributor, manufacturer and retailer in California, focused on the most dynamic cannabis market in the United States. Vibe is singularly focused on developing cannabis assets that are cash flow positive, and we anticipate the acquisition will be highly accretive to Vibe shareholders within 6 months. We could not be more pleased with the strategic and geographic fit of adding Cathedral’s distribution and manufacturing assets to Vibe’s growing, profitable cannabis portfolio,” said Mark Waldron, CEO of Vibe.

Cathedral, a corporation organized under the laws of California, leases a facility in Santa Rosa, California and is licensed for distribution and manufacturing of regulated cannabis. Cathedral’s distribution license and facility will allow Vibe to complete logistics and fulfillment from its cultivation facilities to its retail store network and allow for the transportation, packaging, labelling, testing, storage, and transfer of its marijuana products. The manufacturing license will allow Vibe to expand its Hype Cannabis Co. product line and produce a wide variety of all-natural Hype Cannabis Co. products.

Vibe will acquire all the issued and outstanding shares of Cathedral for \$333,360 Canadian dollars in an all share transaction and will assume the lease obligation for the Santa Rosa facility, as well as the existing inventory of vape products. Ventura will also receive twelve month at the money warrants to acquire up to 800,000 shares of Vibe. The completion of the Cathedral acquisition is subject to, among other things, the receipt of regulatory approvals and the satisfaction of closing conditions. The acquisition is scheduled to close on September 15, 2020.

“Vibe By California’s brand has firmly established itself in California by providing exceptional experiences to our customers. The Cathedral acquisition accelerates Vibe’s position as a leading, integrated California cannabis company. Vibe remains well positioned for continued growth in the second half of 2020,” stated Mr. Waldron.

TRANSACTION HIGHLIGHTS

Cathedral Distribution

- Significantly expands California logistics & fulfillment capabilities
- Allows for the transportation, packaging, labelling, testing, storage and transfer of regulated cannabis products
- Provides fast distribution network and an advanced inventory management platform to ship product to stores within 24 hours
- Enables secure and environment-controlled storage of cannabis products
- Gives Vibe quarantine and BCC final compliance testing through a licensed laboratory
- Promotes supply chain integrity
- Allows for improved delivery speed of fresh clones from our nursery to our stores
- Simplifies existing complex supply chain network, from laboratory testing to legal requirements
- Helps coordinate, create and implement in-store promotions, digital advertising, print materials

Cathedral Manufacturing

- Allows manufacturing to produce additional Hype Cannabis Co. products
- Creates the ability to produce a wide variety of Hype Cannabis Co. pesticide-free products to the highest standards for quality and potency
- Enables pharmaceutical level processes to deliver superior quality, all-natural cannabis products
- Expands plant preparation and harvesting from our cultivation facility
- Ensures the cleanest, safest, and most efficient production processes yielding the highest quality product

About Vibe Bioscience Ltd.

Vibe is an integrated cannabis company delivering exceptional retail experiences with its Vibe By California™ brand and ethos, premier cultivation product and high-efficiency delivery, and on-line sales. The Company’s management team brings expertise in retail, cannabis cultivation and mergers and acquisitions to support its U.S. expansion through accretive acquisitions and organic growth. Vibe is listed on the Canadian Securities Exchange under the symbol VIBE, on the OTC under symbol VBSCF, and in Germany as A061. To learn more about Vibe, please visit www.vibebycalifornia.com.

Forward-Looking Information

Certain statements contained in this press release constitute forward-looking information. These statements relate to future events or future performance. The use of any of the words “anticipate”, “could”, “intend”, “expect”, “believe”, “will”, “projected”, “estimated” and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the parties’ current belief or assumptions as to the outcome and timing of such future events, and may be impacted as a result of general economic conditions or the ongoing COVID-19 pandemic. Actual future results may differ materially.

The forward-looking information contained in this release is made as of the date hereof and the parties are not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward looking information. The foregoing statements expressly qualify any forward-looking information contained herein. Risk factors related to the Company are described in the Company’s Management Discussion and Analysis, a copy of which is available under the Company’s profile on SEDAR.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any State securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable State securities laws or an exemption from such registration is available. Not for distribution to U.S. Newswire Services or for dissemination in the United States. Any failure to comply with this restriction may constitute a violation of U.S. securities laws.

Unlike in Canada which has Federal legislation uniformly governing the cultivation, distribution, sale and possession of medical cannabis under the Cannabis Act (Federal), readers are cautioned that in the U.S., cannabis is largely regulated at the State level. To the knowledge of Vibe Bioscience Ltd., there are to date a total of 33 states, plus the District of Columbia, that have legalized cannabis in some form. Notwithstanding the permissive regulatory environment of medical cannabis at the State level, cannabis continues to be categorized as a controlled substance under the Controlled Substances Act in the U.S. and as such, cannabis-related practices or activities, including without limitation, the manufacture, importation, possession, use or distribution of cannabis are illegal under U.S. Federal law. Strict compliance with State laws with respect to cannabis will neither absolve Vibe Bioscience Ltd. of liability under the U.S. Federal law, nor will it provide a defense to any Federal proceeding, which may be brought against Vibe Bioscience Ltd. Any such proceedings brought against Vibe Bioscience Ltd. may adversely affect its operations and financial performance.

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