

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Vibe Growth Corporation (“**Vibe**” or the “**Company**”)
#250 – 997 Seymour St.
Vancouver, BC V6B 3M1

2. **Date of Material Change**

March 16, 2021

3. **News Releases**

News releases were disseminated on March 16, 2021 and filed on Vibe’s profile on SEDAR.

4. **Summary of Material Change**

On March 16, 2021, Vibe announced that it had completed: (i) a brokered private placement of units of the Company (the “**Units**”) at a price of \$0.82 per Unit (the “**Offering Price**”) for aggregate gross proceeds of \$13,800,805 (the “**Brokered Private Placement**”); and (ii) a non-brokered private placement of Units for aggregate gross proceeds of \$2,153,730 (the “**Non-Brokered Private Placement**” and together with the Brokered Private Placement, the “**Offering**”).

5. **Full Description of Material Change**

On March 16, 2021, Vibe announced that it had completed the Offering for aggregate gross proceeds of \$15,954,535. The Offering consisted of the Brokered Private Placement of 16,830,250 Units at the Offering Price for aggregate gross proceeds of \$13,800,805 and the Non-Brokered Private Placement of 2,626,500 Units for aggregate gross proceeds of \$2,153,730.

Each Unit consists of one (1) common share in the capital of the Company (a “**Common Share**”) and one-half (0.5) of one Common Share purchase warrant (each whole Common Share purchase warrant, a “**Warrant**”). Each Warrant entitles the holder to acquire an additional Common Share at a price of \$1.06 until March 16, 2024; provided, however, that if the volume-weighted average closing 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 \$2.12 per Common Share for a period of ten (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 (the “**Acceleration Right**”).

Beacon Securities Limited (“**Beacon**”) acted as lead underwriter and sole bookrunner for the Brokered Private Placement on behalf of a syndicate of underwriters that also included Haywood Securities Inc. (together with Beacon, the “**Underwriters**”). In connection with the Brokered Private Placement, the Company agreed to pay the Underwriters cash fees equal to 7.0% of the gross proceeds raised in the Brokered Private Placement. The Underwriters elected to receive a portion of such cash fees in Units, resulting in the Company paying aggregate cash

fees of \$631,496.35 and issuing an aggregate of 408,000 Units to the Underwriters. The Company also issued the Underwriters an aggregate of 1,178,118 compensation options (the "**Compensation Options**"). Each Compensation Option entitles the holder to acquire one (1) Common Share at the Offering Price until March 16, 2024, subject to the Acceleration Right.

In connection with the Non-Brokered Private Placement, the Company paid cash finders fees in the aggregate amount of \$100,048.20 to certain eligible finders (collectively, the "**Finders**") and issued an aggregate of 122,010 Compensation Options to the Finders.

6. **Reliance on subsection 7.1(2) of National Instrument 51-102**

This report is not being filed on a confidential basis.

7. **Omitted Information**

No information has been omitted in respect of the material change.

8. **Executive Officer**

For further information, please contact:
Michal Holub, CFO
Telephone: 1-833-420-VIBE x 107

9. **Date of Report.**

March 16, 2021