

VIBE GROWTH CORPORATION

MANAGEMENT INFORMATION CIRCULAR

ANNUAL GENERAL MEETING OF SHAREHOLDERS

This Management Information Circular (or “**Circular**”) is furnished in connection with the solicitation of proxies by and on behalf of the management of Vibe Growth Corporation (the “**Corporation**”) for use at our Annual General Meeting of Shareholders to be held on December 22, 2023, at the time and place and for the purposes set out in the accompanying Notice of Annual General Meeting and any adjournment thereof.

No person has been authorized to give any information or make any representation in connection with any matters to be considered at the Annual General Meeting other than as contained in this Circular and if given or made, any such information or representation must not be relied upon as having been authorized.

November 24, 2023



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS OF VIBE GROWTH CORPORATION TO BE HELD ON DECEMBER 22, 2023

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of voting Common Shares (the “**Common Shares**”) of Vibe Growth Corporation (the “**Corporation**”) will be held solely by means of remote communication by webcast at <http://www.vibebycalifornia.com/AGM> on December 22, 2023, at 8:00 a.m. (Pacific Standard Time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended December 31, 2022, together with the report of the auditors thereon;
2. to elect directors of the Corporation for the ensuing year;
3. to consider, and if thought appropriate, to pass an ordinary resolution to appoint Davidson & Company LLP as auditors of the Corporation for the ensuing and to authorize the directors to fix the auditors’ remuneration; and
4. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

Shareholders are referred to the accompanying Management Information Circular for more detailed information with respect to the matters to be considered at the Meeting.

Record Date

The Board of Directors have fixed November 14, 2023 as the Record Date for the Meeting. Holders of Common Shares of record at the close of business on November 14, 2023, are entitled to receive Notice of the Meeting and to vote thereat or at any adjournment(s) thereof.

Delivery of Proxies

In order to be represented by proxy at the Meeting, you must complete, date, and sign the enclosed Instrument of Proxy and deliver it to our transfer agent, Odyssey Trust Company. The Instrument of Proxy will not be valid and will not be acted upon or voted on unless it is completed as outlined in the Instrument of Proxy and the individual has deposited it with Odyssey Trust Company by either (i) email to proxy@odysseytrust.com, (ii) by facsimile to 1-800-517-4553, (iii) by mail to Odyssey Trust Company Trader’s Bank Building 702, 67 Yonge Street, Toronto, ON M5E 1J8 or (iv) by visiting their website at <https://vote.odysseytrust.com>, no later than 8:00 a.m. Pacific Standard Time (11:00 a.m. Eastern Standard Time) two business days preceding the date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered holder of shares and have received these materials from your broker or another intermediary, please complete and return the voting instruction form or other authorization form provided to you by your broker or intermediary in accordance with the instructions provided. Failure to do so may result in your Common Shares not being eligible to be voted at the Meeting.

The form of proxy confers discretionary authority with respect to: (i) amendments or variations to the

matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, management of the Corporation knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Annual General Meeting. Shareholders who are planning on returning the accompanying form of proxy are encouraged to review the Information Circular carefully before submitting the proxy form.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Mark Waldron"

Mark Waldron
Chief Executive Officer and Director

November 24, 2023



Vibe Growth Corporation Management Information Circular

Solicitation of Proxies

This Management Information Circular (the “Circular”) is provided in connection with the solicitation of proxies by or on behalf of the Board of Directors (the “Board of Directors” or “Board”) and management of Vibe Growth Corporation (the “Corporation”) for the Annual General Meeting (the “Meeting”) of the holders (the “Shareholders”) of voting Common Shares (the “Common Shares”) of the Corporation to be held on December 22, 2023, at 8:00 a.m. (Pacific Standard Time) solely by means of remote communication by webcast at <http://www.vibebycalifornia.com/AGM> and at any adjournment(s) thereof for the purposes set out in the accompanying Notice of Annual General Meeting of Shareholders (the “Notice”).

This solicitation of proxies is made by or on behalf of the Board of Directors and management of the Corporation.

The cost incurred in the preparation and mailing of the Notice, this Circular, and the accompanying form of proxy furnished by the Corporation (the “Instrument of Proxy”) will be borne by the Corporation. In addition to the use of mail, proxies may be solicited by personal interview, telephone, or other means of communication by directors, officers, and employees of the Corporation, none of whom will be specifically remunerated therefor. The Corporation will bear the costs of any such solicitation.

Voting at the Meeting

Registered Shareholders are invited to attend the Meeting (virtually) and vote their Common Shares at the Meeting or appoint another person (who need not be a Shareholder) to act as their proxy and vote in their place, as described below under the heading “*Appointment and Revocation of Proxies*”.

Non-Registered or Beneficial Shareholders are invited to attend the Meeting (virtually), but in order to vote their Common Shares they must follow the procedures described below under the heading “*Voting by Non-Registered Shareholders*”.

Appointment and Revocation of Proxies

A Registered Shareholder has the right to appoint a nominee (who need not be a Shareholder) to represent that Shareholder at the Meeting, other than the persons designated as management’s nominees in the Instrument of Proxy, by inserting the name of the Shareholder’s chosen nominee in the space provided for such purposes on the Instrument of Proxy, or by completing another proper form of proxy acceptable to the Chairman of the Meeting. Such Shareholder should notify the nominee of the appointment, obtain the consent of the nominee to act as a proxy, and should instruct the nominee as to how the Shareholder’s Common Shares are to be voted. In any case, the form of proxy should be dated and signed by the Shareholder or the Shareholder’s attorney authorized in writing, with proof of such authorization attached where an attorney signed the proxy form.

The Instrument of Proxy will not be valid and not be acted upon or voted unless it is completed as outlined in the Instrument of Proxy and the individual has deposited it with Odyssey Trust Company by: (i) email to proxy@odysseytrust.com, (ii) by facsimile to 1-800-517-4553, (iii) by mail to Odyssey Trust Company Trader’s Bank Building 702, 67 Yonge Street, Toronto, ON M5E 1J8 or (iv) by visiting their website at <https://vote.odysseytrust.com>,

no later than 8:00 a.m. Pacific Standard Time (11:00 a.m. Eastern Standard Time) two business days preceding the date of the Meeting or any adjournment or postponement thereof. A proxy is valid only at the meeting in respect of which it is given or any adjournment(s) of that meeting.

The instrument appointing a proxy shall be in writing and shall be signed by the Shareholder or the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

In addition to revocation in any other manner permitted by law, a Shareholder who has given a proxy may revoke it, at any time before it is exercised, by instrument in writing executed by the Shareholder, or by that Shareholder's attorney authorized in writing, and deposited either at the registered office of the Corporation at any time up to and including the last business day preceding the date of the Meeting, or any adjournment(s) thereof, at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting or any adjournment(s) thereof.

Voting by Non-Registered Shareholders

Only Registered Shareholders of the Corporation or the persons they appoint as their proxies are permitted to vote at the Meeting. Most Shareholders of the Corporation are "non-registered" Shareholders ("**Non-Registered Shareholders**") because the Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank, or trust company through which they purchased the Common Shares. Common Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Shareholder deals with in respect of the Common Shares of the Corporation (Intermediaries include, among others, banks, trust companies, securities dealers, or brokers and trustees); or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant. In accordance with applicable securities law requirements, the Corporation will have distributed copies of the Notice, this Circular, and the Instrument of Proxy, and the request form (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for distribution to Non-Registered Shareholders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- (i) be given a form which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or its service company, will constitute voting instructions (often called a "**Voting Instruction Form**") which the Intermediary must follow. Typically, the Voting Instruction Form will consist of one page of instructions which contains a removable label with a bar-code and other information. In order for the Instrument of Proxy to validly constitute a Voting Instruction Form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the Instrument of Proxy, properly complete and sign the Instrument of Proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company; or
- (ii) be given an Instrument of Proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the Instrument of Proxy, this Instrument of Proxy is not required to be signed by the Non-Registered Shareholder when submitting the Instrument of Proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the Instrument of Proxy and deposit it with Odyssey Trust Company by either (i) email to proxy@odysseytrust.com, (ii) by facsimile to 1-800-517-4553, (iii) by mail to Odyssey Trust Company Trader's Bank Building 702, 67 Yonge Street, Toronto, ON M5E 1J8 or (iv) by visiting their website at <https://vote.odysseytrust.com>, no later than 9:00 a.m. Pacific Standard Time (12:00 p.m. Eastern Standard Time) two business days preceding the date of the Meeting or any

adjournment or postponement thereof. A proxy is valid only at the meeting in respect of which it is given or any adjournment(s) of that meeting.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common Shares of the Corporation that they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the Instrument of Proxy and insert the Non-Registered Shareholder or such other person's name in the blank space provided. In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or voting instruction form is to be delivered.

A Non-Registered Shareholder may revoke a Voting Instruction Form or a waiver of the right to receive Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a Voting Instruction Form or of a waiver of the right to receive Meeting Materials and to vote which is not received by the Intermediary at least seven (7) days prior to the Meeting.

All references to Shareholders in this Circular and the accompanying Instrument of Proxy and Notice are to Shareholders of record unless specifically stated otherwise.

Record Date, Voting Shares, and Principal Holders Thereof

The Corporation has fixed November 14, 2023 (the "**Record Date**") as the record date for determining Shareholders entitled to receive the Notice and vote at the Meeting. The Corporation will prepare a list of Shareholders as at the close of business on the Record Date, and each Shareholder named in the list will be entitled to vote the Common Shares shown opposite their name on the said list at the Meeting except to the extent that the Shareholder has transferred any of their Common Shares after the Record Date and (i) the transferee of those Common Shares produces properly endorsed share certificates or otherwise establishes that they own the Common Shares and (ii) the transferee of those Common Shares demands by not later than ten (10) days before the Meeting that their name be included in the list before the Meeting, in which case the transferee will be entitled to vote their Common Shares at the Meeting.

The authorized capital of the Corporation consists of an unlimited number of Common Shares without nominal or par value. As at the Record Date, there were 112,143,071 Common Shares of the Corporation issued and outstanding.

A quorum will be present at the Meeting if there is at least two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the Common Shares entitled to vote at the Meeting. Holders of Common Shares are entitled to one vote at the Meeting for each Common Share held.

To the knowledge of the Board of Directors and management of the Corporation, as of the date hereof, no person or corporation beneficially owns, or controls or directs, directly or indirectly, more than 10% of the issued and outstanding Common Shares other than the shareholders listed in the table below:

Name of Shareholder	Number of Common Shares	Percentage of Class
Mark Waldron ⁽¹⁾	19,590,451	17.47%
Joe Starr	19,662,951	17.53%

Note:

(1) 19,495,451 of these Common Shares are held by The Waldron Family Trust, the sole beneficiary of which is the spouse of Mark Waldron.

Voting of Proxies

The persons named in the Instrument of Proxy have been selected by the Board of Directors and are both senior officers of the Corporation. Mr. Mark Waldron and Mr. Joe Starr have each indicated a willingness to represent as proxy the Shareholders who appoint them. Each Shareholder may instruct the proxy how to vote the Shareholder's Common Shares by completing the blanks on the Instrument of Proxy. Common Shares represented by properly executed Instruments of Proxy in favour of the person designated on the enclosed form will be voted for, voted against,

or withheld from voting, as applicable, in accordance with the instructions given on the Instruments of Proxy.

IN THE ABSENCE OF SUCH INSTRUCTIONS, COMMON SHARES WILL BE VOTED FOR THE APPROVAL OF ALL RESOLUTIONS IDENTIFIED IN THIS MANAGEMENT INFORMATION CIRCULAR.

The Instrument of Proxy confers discretionary authority upon the persons named therein with respect to amendments and variations to matters identified in the Notice and with respect to any other matters which may properly come before the Meeting. The Common Shares represented by the proxy will be voted on such matters in accordance with the best judgment of the person voting the Common Shares. As of the date hereof, management of the Corporation knows of no such amendment, variation, or other matters to come before the Meeting.

Interest of Certain Persons or Companies in Matters to be Acted Upon

Other than the election of directors, no director or executive officer of the Corporation or proposed nominee for election as a director or any associate or affiliate of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in the matters to be acted upon at the Meeting.

Business of the Meeting

At the Meeting, Shareholders will be asked:

1. to receive the audited financial statements of the Corporation for the year ended December 31, 2022, as prepared in accordance with International Financial Reporting Standards (“IFRS”), together with the report of the auditors thereon;
2. to elect directors of the Corporation for the ensuing year;
3. to consider, and if thought appropriate, to pass an ordinary resolution to appoint Davidson & Company LLP as auditors of the Corporation for the ensuing and to authorize the directors to fix the auditors’ remuneration; and
4. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

Receipt of Financial Statements and Auditors’ Report

Our audited consolidated financial statements for the year ended December 31, 2022, as prepared in accordance with IFRS, together with the auditors’ report thereon will be submitted at the Meeting. Shareholder approval is not required in relation to these financial statements. The financial statements and the corresponding management’s discussion and analysis are available on the SEDAR website at www.sedar.com.

Election of Directors

There are presently five (5) directors of the Corporation, each of whom will retire from office at the Meeting. The Corporation’s current directors include Mark Waldron, Joe Starr, Gordon Anderson, James Walker and Aaron Johnson. The proposed directors of the Corporation upon completion of the Meeting are set forth in the table below. The table that follows provides the names of the individuals to be nominated for election as a director, their current positions and offices in the Corporation, the period of time that they have been directors of the Corporation, their current principal occupation, their principal occupations during the past five (5) years, and the number of Common Shares of the Corporation which each beneficially owns or over which control or direction is exercised.

Voting for the election of the directors will be conducted on an individual and not on a slate basis. **Unless instructed otherwise, the persons named in the accompanying Instrument of Proxy intend to vote their Common Shares**

represented thereby IN FAVOUR of the election to the Board of Directors of those persons designated in the table below.

Name, Municipality of Residence, and Present Office Held	Director Since	# of Common Shares Beneficially Owned, Controlled, or Directed, Directly or Indirectly, as at the Date of this Circular ⁽³⁾⁽⁴⁾	Principal Occupation and Occupation During the Past Five (5) Years
Mark Waldron Calgary, AB, Canada CEO and Director ⁽²⁾⁽³⁾	March 25, 2019	19,590,451 ⁽⁵⁾	Mr. Waldron has been CEO of the Corporation since June 2018, including prior to the RTO. Prior to that, Mr. Waldron was a private equity investor.
Joe Starr, Chief Operating Officer and Director Calgary, Alberta, Canada	October 13, 2020	19,662,951	Mr. Starr has been the Chief Operating Officer of the Corporation since June 2018. Prior to that, he was involved in real estate development in the Province of Alberta
James Walker High River, AB Canada Director ⁽¹⁾⁽²⁾⁽³⁾	November 25, 2019	282,548	Mr. Walker is a businessman and is also a licenced realtor in the Province of Alberta.
Gordon Anderson Calgary, AB, Canada Director ⁽¹⁾⁽²⁾⁽³⁾	September 17, 2020	Nil ⁽⁶⁾	Mr. Anderson is the owner and operator of Anderson & Associates Financial Corp., a private estate planning firm.
Aaron Johnson Salinas, California, USA Director ⁽¹⁾⁽²⁾⁽³⁾	August 22, 2019	242,268	Mr. Johnson is a partner and member of JRG Attorneys at Law, LLP in Salinas, California.

Notes:

- (1) Member of the Audit Committee.
- (2) Member of the Compensation Committee.
- (3) Does not include options to purchase Common Shares.
- (4) The Common Shares beneficially owned, or over which control or direction is exercised, directly or indirectly, as at the date of this Circular has been furnished to the Corporation by the individual directors.
- (5) 19,495,451 of these Common Shares are held by The Waldron Family Trust, the sole beneficiary of which is the spouse of Mark Waldron.

Each Director will hold office until the next annual general meeting of shareholders of the Corporation, unless his office is earlier vacated. Management does not contemplate that any of the nominees will be unable to serve as a director. **In the event that prior to the Meeting, any vacancies occur in the slate of nominees herein listed, it is intended that discretionary authority shall be exercised by the person named in the proxy as nominee to vote the Common Shares represented by proxy for the election of any other person or persons as directors.**

Penalties or Sanctions

To the knowledge of the Board of Directors and management of the Corporation, none of the proposed directors of the Corporation is at the date of this Circular been subject to:

- a) any penalties or sanctions imposed by the court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- b) any other penalties or sanctions imposed by the court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Board of Directors and management of the Corporation, none of the proposed directors of the Corporation is at the date of this Circular, or has been, within ten (10) years before the date of this Circular, a director, chief executive officer, or chief financial officer of any company (including the Corporation) that, while that person was acting in that capacity:

- a) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than thirty (30) consecutive days; or
- b) was subject to an event that resulted, after the director, chief executive officer, or chief financial officer ceased to be a director, chief executive officer, or chief financial officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than thirty (30) consecutive days; or
- c) within a year after the director, chief executive officer, or chief financial officer ceased to be a director, chief executive officer, or chief financial officer of the company, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement, or compromise with creditors, or had a receiver, receiver manager, or trustee appointed to hold its assets or the assets of the proposed director.

Appointment of Auditors

Management proposes to nominate Davidson & Company LLP, the present auditors of the Corporation, as the auditors of the Corporation to hold office until the close of the next annual general meeting of shareholders. Davidson & Company LLP was first appointed as auditors of the Corporation on March 25, 2019. Management further proposes that the Board of Directors be authorized to fix the remuneration of the auditors.

Unless instructed otherwise, the persons named in the accompanying Instrument of Proxy intend to vote IN FAVOUR of the appointment of Davidson & Company LLP as auditors of the Corporation and the authorization of the Board of Directors to fix the auditors' remuneration.

Other Business

While there is no business other than that mentioned in the Notice of Meeting to be presented to the Shareholders at the Meeting, it is intended that the proxies hereby solicited will be exercised upon any other matters and proposals that may properly come before the Meeting, or any adjournment or adjournments thereof, in accordance with the discretion of the persons authorized to act thereunder.

Statement of Executive Compensation

In this section:

"Named Executive Officer" or **"NEO"** means: (a) each individual who served as the Chief Executive Officer ("**CEO**") or the Chief Financial Officer ("**CFO**") of the Corporation or an individual who acted in a similar capacity during the financial year ended December 31, 2022, regardless of the amount of compensation of that individual; (b) each of the Corporation's or the Corporation's subsidiaries' most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers, or acting in a similar capacity, as at December 31, 2022, and whose total compensation, individually, amounted to \$150,000 or more for the financial year ended December 31, 2022; and (c) any additional individual who would have been included under (b) but for the fact that the individual was neither an executive officer of the Corporation nor acting in a similar capacity, as at December 31, 2022.

As at December 31, 2022, the Named Executive Officers at that time were Mark Waldron, Chief Executive Officer, Michal Holub, Chief Financial Officer, and Joe Starr, Chief Operating Officer.

Compensation Discussion and Analysis

To date, the Board of Directors have not adopted any formal policies to determine executive compensation. Executive compensation is currently determined by the Compensation Committee of the Board of Directors, who have general oversight of compensation of employees and executive officers.

In carrying out its duties and responsibilities concerning compensation and utilizing industry comparable salaries and bonuses, the Compensation Committee sets annual performance objectives aligned to the Corporation's overall objectives and assess the attainment of the corporate goals to determine the amount of performance bonus compensation paid.

The Board of Directors will consider implementing formal compensation policies in the future should circumstances warrant.

Currently, the only long-term compensation component available to the NEOs are stock options ("**Options**") and restricted share units ("**RSUs**") granted under the Corporation's Equity Incentive Plan and RSU Plan, respectively, both of which are administered by the Board of Directors, or a committee thereof, and designed to give each holder an interest in preserving and maximizing shareholder value in the longer term, to enable the Corporation to attract and retain individuals with experience and ability, and to reward individuals for current performance and expected future performance. The Compensation Committee considers stock options and RSU grants when reviewing each NEO's compensation package as a whole.

The allocation of Options and RSUs is regarded as an important element to attract and retain NEOs for the long term, and it aligns their interests with shareholders.

Share-Based Awards

The Corporation established the Equity Incentive Plan and the RSU Plan to attract and retain directors, executive officers, and employees who will be motivated to work towards ensuring the success of the Corporation. The Board of Directors has full and complete authority to interpret the Equity Incentive Plan and the RSU Plan, to establish applicable rules and regulations applying to it, and to make all other determinations it deems necessary or useful for the administration of the Equity Incentive Plan and the RSU Plan, respectively, provided that such interpretations, rules, regulations, and determinations are consistent with the rules of all stock exchanges on which the Corporation's securities are then traded and with all relevant securities legislation.

On a periodic basis, the CEO may recommend to the Compensation Committee, which in turn, after its review, may recommend to the Board of Directors, the granting of Options or RSUs to key employees, and any terms and conditions forming part of such grants. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibility, and the importance of the position to the Corporation's overall success. The aggregate number of Options and RSUs which may be issued under the Equity Incentive Plan or RSU Plan, as the case may be, is limited by the terms of such plans.

Individuals eligible to participate under the Equity Incentive Plan or RSU Plan will be determined by the Board of Directors. No Options or RSUs granted under the Equity Incentive Plan or the RSU Plan may be exercised at any time beyond a maximum period of ten (10) years following the date of their grant unless specifically provided by the Board of Directors and authorized by the relevant stock exchange. The Board of Directors or the Compensation Committee, as the case may be, designates, at its discretion, the individuals to whom Options or RSUs are granted and determines the number of Common Shares covered by each of such Options or RSU, the grant date, the exercise price of each security, the expiry date, the vesting schedule, and any other matter relating thereto, in each case in accordance with the applicable rules and regulations of the regulatory authorities. The Board of Directors or the Compensation Committee, as the case may be, takes into account previous grants of Options and RSUs when considering new grants.

Risk Oversight

In carrying out its mandate, the Board of Directors reviews from time to time the risk implications of the Corporation's compensation policies and practices, including those applicable to the Corporation's executives. This review of the risk implications ensures that compensation plans, in their design, structures, and application have a clear link between pay and performance and do not encourage excessive risk taking. Key considerations regarding risk management include the following:

- design of the compensation program to ensure all executives are compensated equally based on the same or, depending on the mandate and term of appointment of that particular executive, substantially equivalent performance goals;
- balance of short-term performance incentives with equity-based awards that vest over time;
- ensuring overall expense to the Corporation of the compensation program does not represent a disproportionate percentage of the Corporation's revenues, after giving consideration to the development stage of the Corporation and
- utilizing compensation policies that do not rely solely on the accomplishment of specific tasks without consideration for longer-term risks and objectives.

For the reasons set forth below, the Board of Directors believes that the Corporation's current executive compensation policies and practices achieve an appropriate balance in relation to the Corporation's overall business strategy and do not encourage executives to expose the Corporation to inappropriate or excessive risks.

While a significant feature of the Corporation's current executive compensation practice is the awarding of Options under its Equity Incentive Plan, and while such compensation is "at risk" (i.e. not guaranteed), the Corporation's long-term incentive plans are designed such that Options generally vest over a two or three year period and therefore encourage sustainable Common Share price appreciation and reduce the risk of actions which may have short-term advantages. Additionally, the granting of Options is in accordance with the terms and provisions of the Corporation's Equity Incentive Plan.

The base salaries set for the Corporation's executives are intended to provide a steady income regardless of share price performance, allowing executives to focus on both near-term and long-term goals and objectives without undue reliance on short-term share price performance or market fluctuations.

The Compensation Committee of the Board of Directors oversees compensation payable under the Corporation's bonus plan. The Board does not consider the applicable periods set for bonus purposes to be heavily weighed to the short-term and believes it has struck an appropriate balance between short-term performance incentives and long-term awards that vest over time.

Hedging and Offsetting

At present, the Corporation does not have a formal policy prohibiting its directors and officers from engaging in short sales of securities of the Corporation or buying or selling puts, calls, or other derivatives that are designed to hedge or offset a decrease in the market value of securities of the Corporation.

Currently, in the absence of such a policy, the directors and officers of the Corporation are expected to act at all times transparently, with integrity and with a view to the best interests of the Corporation and its shareholders in their securities trading activities.

It should be noted that any transactions of this nature are subject to insider reporting requirements and are reported on the System for Electronic Disclosure by Insiders (SEDI).

Summary Compensation Table

The following table is a summary of the compensation paid to the NEOs and directors of the Corporation during the financial years ended December 31, 2022 and 2021 for services rendered to the Corporation. Amounts shown are in US Dollars, the currency that the Corporation reports in for its financial statements.

Table of Compensation Excluding Compensation Securities							
Name & position	Year	Salary, Consulting Fee, Retainer or Commission (US\$)	Bonus (US\$)	Committee or meeting fees (US\$)	Value of Perquisites (US\$)	Value of all other compensation (US\$) ⁽⁸⁾	Total compensation (US\$)
Mark Waldron, CEO and Director ⁽¹⁾	2021	180,000	15,000	-	-	-	195,000
	2022	180,000	100,000	-	-	202,651	482,651
Joe Starr, COO and Director ⁽²⁾	2021	119,703	15,000	-	-	-	134,703
	2022	115,287	100,000	-	-	154,761	370,048
Michal Holub, CFO ⁽³⁾	2021	115,713	15,000	-	-	-	130,713
	2022	111,444	19,214	-	-	81,485	212,143
James Walker, Director ⁽⁴⁾	2021	-	-	25,897	-	-	25,897
	2022	-	-	30,406	-	32,280	62,686
Aaron Johnson, Director ⁽⁶⁾	2021	-	-	25,897	-	-	25,897
	2022	-	-	30,406	-	54,000	84,406
Gordon Anderson, Director ⁽⁷⁾	2021	-	-	25,897	-	-	25,897
	2022	-	-	30,406	-	36,892	67,298

Notes:

- (1) Mr. Waldron became a director and CEO on March 25, 2019.
- (2) Mr. Starr became a COO on March 25, 2019, and a director on October 13, 2020.
- (3) Mr. Holub was appointed CFO on October 1, 2019.
- (4) Mr. Walker became a director on November 24, 2019.
- (5) Mr. Meloche became a director on March 25, 2019, and ceased to be a director on September 17, 2020.
- (6) Mr. Johnson became a director on August 22, 2019.
- (7) Mr. Anderson became a director on September 17, 2020.
- (8) Payments for roles in United States subsidiary directorship, officer and membership roles on State Cannabis licenses, State registration Municipal Cannabis Licenses and banking documents.

Stock Options and Other Compensation Securities Table

The Corporation did not grant or issue any compensation securities to NEO's or Director's during the most recently completed financial year ended December 31, 2022:

Exercise of Compensation Securities by Directors and NEOs

No NEO or director of the Corporation has exercised a compensation security during the most recently completed fiscal year ended December 31, 2022.

Equity Incentive Plan and Other Incentive Plans

Except for the stock option grants and RSUs described herein, no compensation was paid by the Corporation to the NEO or the directors in their capacity as executive officers of the Corporation, in their capacity as members of the Board, or as consultants or experts during the Corporation's most recently completed financial year. The Options and RSUs issued to the NEO and directors of the Corporation were issued pursuant to the Corporation's Equity Incentive Plan and RSU plans.

Termination of Employment, Change in Responsibilities, and Employment Contracts

For the year ended December 31, 2022, other than as set forth below, the Corporation had no contract, agreement, plan, or arrangement in effect that provides for payments to an NEO at, following, or in connection with any termination (whether voluntary, involuntary, or constructive), resignation, retirement, a change in control of the Corporation, or a change in an NEO's responsibilities.

The Corporation has agreements with each of Mark Waldron and Joe Starr, pursuant to which each of these NEOs is entitled to receive a lump sum payment equal to two times their respective annual base salaries plus their bonus and other yearly compensation upon either a change of control of the Corporation or a termination of their employment without cause. In the case of Mr. Waldron, this would result in a lump sum cash payment of US\$375,000, and in the case of Mr. Starr, a lump sum cash payment of US\$254,406. In January 2021, the Corporation entered into an amended agreement with Mr. Holub, pursuant to which he is entitled to receive a lump sum payment equal to one time his respective annual base salary plus bonus upon either a change of control of the Corporation or a termination of their employment without cause. This would result in a lump sum cash payment of \$130,713 to Mr. Holub.

Pension Plan Benefits

The Corporation does not offer any pension benefits.

Securities Authorized for Issuance Under Equity Compensation Plans

Set forth below is a summary as at the end of the Corporation's most recently completed financial year of all securities to be issued pursuant to the Equity Incentive Plan being the only equity compensation plan of the Corporation.

Plan Category	Number of Common Shares to be issued upon exercise of outstanding options, warrants and rights⁽¹⁾ (a)	Weighted-average exercise price of outstanding options, warrants and rights⁽¹⁾ (b)	Number of Common Shares remaining available for future issuance under equity compensation plans (excluding common Shares reflected in column (a))⁽¹⁾ (c)
Equity compensation plans approved by securityholders ⁽¹⁾	6,192,497	0.38	16,236,117
Equity compensation plans not approved by security holders	-	-	-
Total	6,192,497	0.38	16,236,117

Note:

- (1) The equity compensation plans of the Corporation reserves for issuance up to twenty percent (20%) of the Corporation's issued and outstanding Common Shares. The aggregate number of Common Shares reserved include all compensation and incentive plans, including the Equity Incentive Plan. As at December 31, 2022, the number of Common Shares remaining available for future issuance under the Equity Incentive Plan was 16,236,117. In the table above, the amount is all reflected as attributable to the Equity Incentive Plan.

Indebtedness of Directors and Officers

As of December 31, 2022, the Corporation's most recently completed financial year, none of the directors and officers

is indebted to the Corporation.

Interest of Informed Persons in Material Transactions

Except as disclosed herein, no informed person of the Corporation and no proposed nominee for election as a director of the Corporation or any associates or affiliates of the foregoing persons has had any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction material to the Corporation since the commencement of the Corporation's last financial year.

Management Contracts

Except as set out herein, there are no management functions of the Corporation which are to any substantial degree performed by a person or company other than the directors or senior officers of the Corporation.

Auditor and Audit Committee

Auditor

Davidson & Company LLP are the auditors of the Corporation.

Audit Committee

Composition

The Audit Committee of the Corporation is currently comprised of Gordon Anderson (Chair), Aaron Johnson, and James Walker. In the view of the management of the Corporation, each member of the Audit Committee is independent and financially literate, as determined in accordance with National Instrument 52-110 - *Audit Committees* ("NI 52-110").

Charter

The Charter of the Audit Committee is attached to this Circular as Schedule "A."

Relevant Education and Experience

Gordon Anderson, Director

Mr. Anderson holds a Bachelor of Education degree from the University of Regina (1975) and has been employed in a variety of sales and management positions with London Life since 1975. He presently owns an estate planning firm, Anderson & Associates Financial Corp., which is still associated with London Life. He currently holds the Chartered Life Underwriter (CLU), Chartered Financial Consultant (CFC) and Certified Financial Planner (CFP) designations. Mr. Anderson owns Freestyle Holdings Corp. and numerous affiliated companies involved with real estate development and other investments. In addition, he has served as CFO, CEO and director of more than a dozen public companies trading on the TSX and TSX Venture Exchange, currently serving as a director of two public start-up companies.

Aaron Johnson, Director

Mr. Johnson is a partner and member of the Business Department of JRG Attorneys at Law, where he has substantial experience in the fields of cannabis business entity formation and regulation, business transactions (formation, operation, mergers and acquisitions), real estate transactions, and land use (CEQA) law. He has previously served as President of the Hartnell Community College Board of Trustees, President of Monterey County Cattlemen, and President of Ag Land Trust. Mr. Johnson received his LLM in Taxation from Golden Gate University, School of Law in 1998, his JD from San Joaquin College of Law in 1997 and his Bachelor of Arts in 1993 from Fresno State University.

James Walker, Director

Mr. Walker is a licensed realtor in the Province of Alberta and does investing, development and contracting, along with commercial and farm and ranch marketing and sales. Mr. Walker also has a diverse portfolio of ownership in rental properties, music lessons and instrument rentals businesses, real estate company under contract with Grand Realty and Management Ltd., E-commerce online business, a small farm operation, and a hose and equipment rental company in the oil and gas sector. Mr. Walker has served as a director of multiple private and public companies and was a founding seed capital shareholder and director of Western Financial Group, a diversified insurance services company. Previously he was a founding investor and director of three capital pool companies that provided funding for early stage companies in aircraft technology, security technology and the oil and gas energy sector.

Audit Committee Oversight

At no time since the commencement of the Corporation’s financial year ended December 31, 2022 was a recommendation of the audit committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation’s financial year ended December 31, 2022 has the Corporation relied on the exemption in section 2.4 of NI 52-110 (*de minimis* non-audit services) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval of Policies and Procedures

The Audit Committee must pre-approve all non-audit services to be provided to the Corporation or its subsidiaries by its external auditors. The Audit Committee may delegate to one or more members of the Audit Committee the authority to pre-approve non-audit services, provided that the member(s) report to the Audit Committee at the next scheduled meeting such pre-approval and the member(s) comply with such other procedures as may be established by the Audit Committee from time to time.

External Auditor Service Fees

During the last two completed financial years of the Corporation, the Corporation has incurred fees from its external auditors as follows:

Service Provider	Year	Audit Fees ⁽¹⁾	Audit Related Fees	Tax Fees	All other Fees
Davidson & Company LLP ⁽²⁾	2022	US\$192,145	\$Nil	\$Nil	\$Nil
	2021	US\$181,740	US\$13,327	\$Nil	\$Nil

Note:

(1) Includes fees related to the fiscal year audit, notwithstanding when the fees and expenses were billed or when the services were rendered.

The Corporation is relying upon the exemption contained in Section 6.1 of NI 52-110 on the basis that it is a venture issuer under that instrument.

Corporate Governance

Corporate governance relates to the activities of the Board of Directors, the members of which are elected by and accountable to the shareholders, and accounts for the role of management who are appointed by the Board of Directors and charged with the day-to-day management of the Corporation. The Board of Directors and senior management consider good corporate governance to be central to our effective and efficient operation. National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) requires the Corporation to disclose annually in its Circular certain information concerning its corporate governance practices, as set forth below.

Board of Directors

The Board of Directors is responsible for overseeing the management of the Corporation and for the conduct of the Corporation's affairs generally. Each director is elected annually by the shareholders and serves for a term that will end at the Corporation's next annual meeting. The Board of Directors has established a Corporate Governance Policy that describes the basic approach of the Corporation to corporate governance. The Board of Directors is currently comprised of four directors, three of which are independent within the meaning of NI 58-101. The independent directors are James Walker, Gordon Anderson and Aaron Johnson. Mark Waldron and Joe Starr are not considered to be an independent director due to the fact that they are each officers of the Corporation. The Board of Directors meets on a regular basis, not less than four times per year, with management involved only as necessary. This ensures the Board of Directors' independence from management. In addition, the Board of Directors holds an in-camera session at the conclusion of each board meeting.

The Board of Directors facilitates its exercise of independent supervision over the Corporation's management through a combination of formal meetings of the Board of Directors and informal discussions amongst board members. Due to the small size of the Board and with a majority of independent directors, the Board managed governance matters both directly and through the Compensation Committee. The Board of Directors looks to management of the Corporation to keep it apprised of all significant developments affecting the Corporation and its operations. All major acquisitions, dispositions, investments, and contracts and other significant matters outside the ordinary course of the Corporation's business are subject to approval by the Board of Directors.

Directorships

No Directors of the Corporation are directors of other Reporting Issuers.

Orientation and Continuing Education

Though the Corporation does not have a formal orientation or continuing education program for new directors, the Board of Directors has established a Compensation Committee (see below) that is responsible for the orientation and education of all new recruits to the Board of Directors. New directors are provided with access to recent, publicly filed documents of the Corporation, technical reports, and internal financial information and given copies of all Board minutes and corporate governance materials. Directors are encouraged to ask questions and communicate with management, auditors, and technical consultants to keep themselves current with industry trends and developments and changes in legislation.

Continuing education is an important compliance requirement to promote the competence and integrity of board members. This committee encourages the directors to take part in relevant education programs offered by appropriate regulatory bodies.

Ethical Business Conduct

Ethical business behavior is of great importance to the Board of Directors and the management of the Corporation. The Corporation has instituted policies on disclosure, insider trading, as well as a whistleblower policy for all staff and personnel to report any fraudulent or illegal acts on an anonymous basis directly to the Audit Committee chair.

In addition, as some of the directors of the Corporation also serve as directors and officers of other companies engaged in similar activities, the Board of Directors must comply with the conflict of interest provisions of the relevant statutes governing the Corporation, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings which involve such conflict.

Compensation Committee

Our Compensation Committee shall be composed of at least two members of our board whom are considered

independent and is responsible for recruiting and nominating new members to the Board of Directors and planning for the succession of directors. The Committee considers the advice and input from all directors regarding the qualifications of potential directors and the specific needs, expertise, or vacancies required to be filled among the Board of Directors.

The Compensation Committee's mandate includes assessing the performance and determining the remuneration of the President and CEO of the Corporation and reviewing the adequacy and form of compensation of directors based on an assessment of the responsibilities and risks involved in being an effective director.

Other Board Committees

The Corporation may establish special committees from time to time should the need arise. For a description of the audit committee, see "Auditor and Audit Committee" above and Schedule "A" hereto, which contains a copy of the audit committee charter.

Assessments

The Compensation Committee is entrusted with the task of assessing the effectiveness of the Board of Directors as a whole, the committees of the Board of Directors and the contributions of individual directors. This committee makes recommendations with respect to the effectiveness of the entire Board of Directors, individual members and board committees when appropriate.

Additional Information

Additional information relating to the Corporation can be found on SEDAR at www.sedar.com. Financial information is provided in the Corporation's comparative consolidated financial statements for the year ended December 31, 2022, and the related Management's Discussion and Analysis ("**MD&A**"). These documents are available on SEDAR at www.sedar.com and are incorporated herein by reference.

Copies of these consolidated financial statements and MD&A may be obtained (in some cases upon payment of a reasonable charge if the request is made by a person or company that is not a securityholder of the Corporation) upon written request to Michal Holub, CFO, Vibe Growth Corporation, #250, 997 Seymour Street, Vancouver, British Columbia V6B 3M1.

Approval of the Directors

The contents and the distribution of this Circular have been approved by the Board of Directors.

DATED this 24th day of November, 2023.

VIBE GROWTH CORPORATION

Per: (signed) "Mark Waldron"
Mark Waldron
Chairman

SCHEDULE "A"
Audit Committee Charter

Role and Objective

The Audit Committee (the "**Committee**") is a committee of the Board of Directors (the "**Board**") of Vibe Growth Corporation ("**Vibe**") to which the Board has delegated its responsibility for oversight of the nature and scope of the annual audit, management's reporting on internal accounting standards and practices, financial information and accounting systems and procedures, financial reporting and statements, and recommending, for Board approval, the audited financial statements and other mandatory disclosure releases containing financial information. The objectives of the Committee are as follows:

- To assist directors in meeting their responsibilities (especially for accountability) in respect of the preparation and disclosure of the financial statements of Vibe and related matters;
- To provide effective communication between directors and external auditors;
- To enhance the external auditors' independence; and
- To increase the credibility and objectivity of financial reports.

Membership of Committee

1. The Committee shall be comprised of at least three (3) directors of Vibe. At least two (2) of the directors on the Committee shall be "independent" as such term is used in National Instrument 52-110 – Audit Committees.
2. The Board shall have the power to appoint the Committee Chairman.

Meetings

1. At all meetings of the Committee, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the Chairman of the meeting shall not be entitled to a second or casting vote.
2. A quorum for meetings of the Committee shall be a majority of its members, and the rules for calling, holding, conducting, and adjourning meetings of the Committee shall be the same as those governing the Board.
3. Meetings of the Committee should be scheduled to take place at least four (4) times per year. Minutes of all meetings of the Committee shall be taken.
4. The Committee shall forthwith report the results of meetings and reviews undertaken and any associated recommendations to the Board.
5. The Committee shall meet with the external auditors at least once per year (in connection with the preparation of the year-end financial statements) and at such other times as the external auditors and the Committee consider appropriate.

Mandate and Responsibilities of the Committee

1. It is the responsibility of the Committee to oversee the work of the external auditors, including resolution of disagreements between management and the external auditors regarding financial reporting.
2. It is the responsibility of the Committee to satisfy itself on behalf of the Board with respect to Vibe's internal control system:
 - identifying, monitoring, and mitigating business risks; and

- ensuring compliance with legal, ethical, and regulatory requirements.
3. It is a responsibility of the Committee to review the annual financial statements of Vibe prior to their submission to the Board for approval. The process should include but not be limited to:
 - reviewing changes in accounting principles, or in their application, which may have a material impact on the current or future years' financial statements;
 - reviewing significant accruals or other estimates such as the ceiling test calculation;
 - reviewing accounting treatment of unusual or non-recurring transactions;
 - ascertaining compliance with covenants under loan agreements;
 - reviewing disclosure requirements for commitments and contingencies;
 - reviewing adjustments raised by the external auditors, whether or not included in the financial statements;
 - reviewing unresolved differences between management and the external auditors; and
 - obtaining explanations of significant variances within comparative reporting periods.
 4. The Committee is to review the financial statements (and make a recommendation to the Board with respect to their approval), prospectuses, management discussion and analysis, and all public disclosure containing audited or unaudited financial information before release and prior to Board approval. The Committee must be satisfied that adequate procedures are in place for the review of Vibe's disclosure of all other financial information and shall periodically assess the accuracy of those procedures.
 5. With respect to the appointment of external auditors by the Board, the Committee shall:
 - recommend to the Board the appointment of the external auditors;
 - recommend to the Board the terms of engagement of the external auditors, including the compensation of the external auditors and a confirmation that the external auditors shall report directly to the Committee; and
 - when there is to be a change in auditors, review the issues related to the change and the information to be included in the required notice to securities regulators of such change.
 6. The Committee shall review with external auditors (and the internal auditor if one is appointed by Vibe) their assessment of the internal controls of Vibe, their written reports containing recommendations for improvement, and management's response and follow-up to any identified weaknesses. The Committee shall also review annually with the external auditors their plan for their audit and, upon completion of the audit, their reports upon the financial statements of Vibe and its subsidiaries.
 7. The Committee must pre-approve all non-audit services to be provided to Vibe or its subsidiaries by the external auditors. The Committee may delegate to one or more members the authority to pre-approve non-audit services, provided that the member(s) report to the Committee at the next scheduled meeting such pre-approval and the member(s) comply with such other procedures as may be established by the Committee from time to time.
 8. The Committee shall review Vibe's risk management policies and procedures (i.e., hedging, litigation, and insurance).
 9. The Committee shall establish a procedure for:

- the receipt, retention, and treatment of complaints received by Vibe regarding accounting, internal accounting controls, or auditing matters; and
 - the confidential, anonymous submission by employees and agents of Vibe of concerns regarding questionable accounting or auditing matters.
10. The Committee shall review and approve Vibe's hiring policies regarding employees and former employees of Vibe's present and former external auditors.
 11. The Committee shall have the authority to investigate any financial activity of Vibe. All employees and agents of Vibe are to cooperate as requested by the Committee.
 12. The Committee may retain any person having special expertise and/or obtain independent professional advice to assist in satisfying their responsibilities at the expense of Vibe without any further approval of the Board.

