

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**1. Name and Address of Company**

Halo Labs Inc. (formerly Apogee Opportunities Inc.) (the "**Corporation**")  
65 Queen Street West, Suite 815  
Toronto, Ontario, M5H 2M5

**2. Date of Material Change**

September 28, 2018.

**3. News Release**

A news release dated October 1, 2018 was disseminated through the facilities of Business Wire and subsequently filed on the System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com).

**4. Summary of Material Change**

On September 28, 2018, the Corporation completed its previously announced business combination (the "**Transaction**") with ANM, Inc. ("**ANM**"). The Corporation effected the closing of the Transaction pursuant to a merger agreement (the "**Merger Agreement**") among the Corporation, Apogee Opportunities (USA) Inc. ("**Subco**") and ANM, pursuant to which the Corporation acquired all of the issued and outstanding shares of ANM common stock by way of a reverse triangular merger between Subco and ANM, following which the merged company became a wholly-owned subsidiary of the Corporation.

Further details regarding the Transaction can be found in the disclosure documents of the Corporation, which can be found on the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com)

**5. Full Description of Material Change**

**5.1 Full Description of Material Change**

The material change is fully described in the news release attached hereto as Schedule "A", which news release is incorporated by reference herein.

**5.2 Disclosure for Restructuring Transaction**

Not applicable

**6. Disclosure for Restructuring Transaction**

Not applicable.

**7. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**8. Omitted Information**

Not applicable.

**9. Executive Officer**

For additional information please contact Philip van den Berg, Chief Financial Officer of the Corporation at (541) 646-5694 or philip@halocanna.com.

**10. Date of Report**

October 4, 2018

## Schedule "A"

### HALO LABS ANNOUNCES CLOSING OF BUSINESS COMBINATION STOCK TO COMMENCE TRADING ON OCTOBER 3<sup>rd</sup> (NEO:HALO)

#### NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

**TORONTO, ONTARIO – October 1, 2018 – Halo Labs Inc.** (formerly Apogee Opportunities Inc.) ("**Halo**" or the "**Company**") is pleased to announce that it has completed its arm's length business combination with ANM, Inc. ("**ANM**"), pursuant to which Halo acquired all of the issued and outstanding securities of ANM (the "**Transaction**"), as well as the conversion of the subscription receipts (the "**Subscription Receipts**") issued by Apogee Opportunities (USA) Inc. ("**Subco**") and the special units issued by Halo (the "**Special Units**" and together with the Subscription Receipts, the "**Offered Securities**") issued by Halo in connection with the previously announced \$12.9 million brokered private placement co-led by Canaccord Genuity Corp., Clarus Securities Inc. and Gravitas Securities Inc. (the "**Private Placement**").

Halo effected the closing of the Transaction pursuant to a merger agreement (the "**Merger Agreement**") among Halo, Subco and ANM, pursuant to which Halo acquired all of the issued and outstanding shares of ANM common stock by way of a reverse triangular merger between Subco and ANM, following which the merged company became a wholly-owned subsidiary of Halo. Under the terms of the Merger Agreement, each outstanding share of ANM common stock was exchanged for 1.35 common shares of Halo ("**Halo Shares**"), as more particularly described in the Merger Agreement, such that former shareholders of ANM continued as shareholders of Halo. As a result, 112,514,996 Halo Shares were issued by Halo to former ANM shareholders (inclusive of shareholders of ANM who participated in a regulated offering that raised aggregate gross proceeds of approximately US\$9.7 million and that occurred contemporaneously with the Private Placement). In addition, an aggregate of 32,658,735 Halo Shares and 32,658,735 common share purchase warrants ("**Warrants**") were issued following conversion of the Offered Securities and completion of the Transaction. Each Warrant is exercisable for one Halo Share at a price of \$0.80 until December 31, 2020.

Upon closing the Transaction, Halo has an aggregate of 158,107,872 Halo Shares and 133,781,986 common share purchase warrants (including the Warrants) issued and outstanding. The average exercise price of the outstanding common share purchase warrants is \$0.75 for an aggregate exercise price of approximately \$101 million.

Upon closing of the Transaction, the board of directors of Halo consists of Fred Leigh, Andreas Met, Peter McRae, G. Scott Paterson, Kiran Sidhu, and Philip van den Berg. Halo's officers are Kiran Sidhu as Chief Executive Officer, Philip van den Berg as Chief Financial Officer and Andreas Met as Chief Operating and Compliance Officer.

The Transaction, including the listing of the Halo Shares, received the final approval of Aequis NEO Exchange Inc. (the "**Exchange**") on September 28, 2018. It is anticipated that trading in the Halo Shares will commence on the Exchange on October 3, 2018.

"We at HALO are excited about listing on the NEO, beginning this next part of our journey, and will do everything we possibly can to maximize shareholder value. In addition to going public, we are expanding rapidly in Nevada and California and are expecting to commence generating revenue in these markets this quarter." said Kiran Sidhu, Halo's Chief Executive Office.

## **ABOUT HALO**

Halo is a cannabis extraction company that develops and manufactures quality cannabis oils and concentrates, which are the fastest growing segments in the cannabis industry. Founded in Oregon in 2016, Halo has expertise in all major cannabis manufacturing processes, leveraging proprietary processes and products, and has produced over 2.5 million grams of oils and concentrates since inception. The forward-thinking company is led by a strong management team with deep industry knowledge and blue-chip experience. The Company is currently expanding its operations with new facilities in Nevada and California. With a consumer-centric focus, Halo will continue to market innovative branded and private label products across multiple product categories.

For further information regarding Halo, see Halo's disclosure documents on SEDAR at [www.sedar.com](http://www.sedar.com).

## **CONTACT INFORMATION**

Halo Labs  
Investor Relations  
[info@halocanna.com](mailto:info@halocanna.com)

### ***Cautionary Statements***

*Investors are cautioned that, except as disclosed in the information circular prepared in connection with the Transaction or this news release, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Halo should be considered highly speculative.*

### ***Cautionary Note Regarding Forward-Looking Information and Statements***

*This press release contains certain "forward-looking information" within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute "forward-looking statements" within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current*

*condition, but instead represent only Halo's beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of Halo's control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved".*

*By identifying such information and statements in this manner, Halo is alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Halo to be materially different from those expressed or implied by such information and statements. In addition, in connection with the forward-looking information and forward-looking statements contained in this press release, Halo has made certain assumptions.*

*Although Halo believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements. The forward-looking information and forward-looking statements contained in this press release are made as of the date of this press release, and Halo does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws. All subsequent written and oral forward-looking information and statements attributable to Halo or persons acting on its behalf is expressly qualified in its entirety by this notice.*