

**Form 51-102F3  
Material Change Report**

**Item 1 Name and Address of Company**

Corporate Catalyst Acquisition Inc. (the “Corporation” or “CCA”)  
181 Bay Street, Suite 4400  
Toronto, Ontario  
M5J 2T3

**Item 2 Date of Material Change**

March 13, 2018

**Item 3 News Release**

A news release was disseminated on March 14, 2018 through CNW Group. A copy of the news release is attached hereto as Schedule “A”.

**Item 4 Summary of Material Change**

The Corporation announced that it has entered into a letter agreement dated March 13, 2018 to complete a business combination (the “Transaction”) with Globalive Technology Partners Inc. (“GTP”) to acquire all of the issued and outstanding securities of GTP. The Transaction is intended to constitute the Qualifying Transaction of CCA, as such term is defined in Policy 2.4 of the Corporate Finance Manual of the TSX Venture Exchange.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

See the news release attached hereto as Schedule “A”.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6      Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7      Omitted Information**

Not applicable.

**Item 8      Executive Officer**

Mr. Paul Kelly  
Chief Executive Officer and Chief Financial Officer  
Tel: 416-802-6636

**Item 9      Date of Report**

March 14, 2018

## Schedule "A"

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DISSEMINATION IN THE UNITED STATES

### PRESS RELEASE

#### CORPORATE CATALYST ACQUISITION INC.

181 Bay Street, Suite 4400  
Toronto, Ontario M5J 2T3

#### Corporate Catalyst Announces Letter Agreement to Complete a Qualifying Transaction with Globalive Technology Partners Inc.

Toronto, Ontario

March 14, 2018

Corporate Catalyst Acquisition Inc. (“CCA”) (trading symbol “CII.H”), a capital pool company, is pleased to announce that it has entered into a letter agreement (the “**Letter Agreement**”) dated March 13, 2018 to complete a business combination (the “**Transaction**”) with Globalive Technology Partners Inc. (“GTP”) to acquire all of the issued and outstanding securities of GTP. The Transaction is intended to constitute the Qualifying Transaction of CCA, as such term is defined in Policy 2.4 of the Corporate Finance Manual (“**Exchange Policy 2.4**”) of the TSX Venture Exchange (the “**Exchange**”).

#### About GTP

GTP is a private company incorporated under the laws of the Province of Ontario on December 7, 2017. GTP’s assets and principal office are located in Toronto, Ontario. GTP is a technology company developing innovative solutions to disrupt traditional industries, primarily using artificial intelligence, internet of things and blockchain technology. GTP’s core business is entering into joint ventures with other companies (“**Collaborators**”) to co-develop new software applications and technology platforms for use in Collaborators’ businesses, as well as for licensing to third-parties. While each Collaborator is different in terms of its objectives, its own existing technology and technological expertise, generally GTP offers the capital and development resources to create the technology stack to be used in the Collaborator’s business, as well as its managerial, financial and technical expertise.

#### The Qualifying Transaction

Subject to regulatory approval, CCA intends to acquire all of the issued and outstanding securities of GTP (“**GTP Securities**”) by way of a business combination for aggregate consideration expected to be in the amount of approximately \$140 million (excluding any options that may be issued, but including the GTP Shares, GTP Debentures, GTP Subscription Receipts and GTP Vend-in Shares, all as defined below), to be paid by the issuance of common shares of CCA on a post-transaction basis (“**Resulting Issuer Shares**”).

Pursuant to the Letter Agreement, CCA will issue approximately 140 million Resulting Issuer Shares (at a deemed price of \$1.00 per share), in the aggregate, to the holders of common shares of GTP (“**GTP Shares**”), the holders of GTP Subscription Receipts (as defined below), the holders of existing convertible debentures of GTP (“**GTP Convertible Debentures**”) and the holders of the 24 million GTP Shares to be issued in exchange for certain assets valued at \$12 million in the aggregate, to be sold to GTP prior to completion of the Transaction (the “**GTP Vend-in Shares**”) to acquire all the GTP Securities. In addition, all, if any, stock options (“**GTP Options**”) of GTP that are issued and outstanding on the effective date of the Transaction (the “**Effective Date**”) will be exchanged for stock options of the

resulting public company (the “**Resulting Issuer**”), which shall be convertible into approximately 13.9 million Resulting Issuer Shares on a one-for-one basis, with the exercise price and other terms of such options unchanged.

The proposed Transaction is not a Non-Arm’s Length Qualifying Transaction pursuant to Section 2.1 of Exchange Policy 2.4 and, accordingly, CCA is not required to obtain shareholder approval of the Transaction.

On or prior to the Effective Date, the name of the Resulting Issuer shall be changed to such name as GTP may reasonably determine (the “**Name Change**”), subject to regulatory and shareholder approval. CCA has also agreed to use its commercially reasonable efforts to consolidate its common shares on a 6.66:1 basis, or such other basis as agreed to by the parties, on or prior to the Effective Date (the “**Consolidation**”), subject to shareholder approval. In addition, the Resulting Issuer will approve an incentive stock option plan pursuant to which options to acquire up to 10% of the issued and outstanding Resulting Issuer Shares, as of the Effective Date, on a post-transaction basis, may be issued, subject to certain conditions (the “**Amended Option Plan**”). CCA intends to hold an annual and special shareholders’ meeting in May 2018, at which meeting it will ask shareholders to elect directors and approve, among other things, the Name Change, the Consolidation and the adoption of the Amended Option Plan. However, the Transaction is not subject to CCA shareholder approval.

Completion of the proposed Transaction remains subject to a number of terms and conditions, including the entering into of a formal agreement between the parties, approval of the shareholders of GTP, approval of the Exchange and the completion of the Financing (as defined below).

The parties have agreed that until the Effective Date or the termination of the negotiations contemplated in the Letter Agreement, each of CCA and GTP will continue their respective operations in the ordinary course. The parties have further agreed that neither party will solicit or accept alternative offers without approval in advance by the other party.

### **The Financing**

Prior to the completion of the Transaction, it is anticipated that GTP shall have completed a brokered private placement of subscription receipts of GTP (“**GTP Subscription Receipts**”), for aggregate gross proceeds of approximately \$30 million, at an expected price of \$1.00 per GTP Subscription Receipt and on such other terms to be agreed on by the parties (the “**Financing**”). Canaccord Genuity Corp. has agreed to act as lead agent in connection with the Financing. Each GTP Subscription Receipt will be automatically convertible, for no additional consideration, into one GTP Share, upon satisfaction of certain release conditions, which will include, among other things, the closing of the Transaction and the listing of the Resulting Issuer Shares on the Exchange, and each GTP Share issued therefor shall be exchanged for one Resulting Issuer Share at the closing of the Transaction.

### **Sponsorship**

Sponsorship of the Transaction is required by the policies of the Exchange, unless an exemption is granted by the Exchange. CCA will apply for an exemption from the sponsorship requirements pursuant to Exchange policies. However, there is no assurance that the Exchange will grant this exemption.

### **Proposed Management and Board of Directors of the Resulting Issuer**

Upon completion of the Transaction, it is anticipated that the persons identified below will serve as directors and officers of the Resulting Issuer. In addition, GTP may consider adding one or two more

independent directors either prior to, or following closing of, the Transaction to join the board of directors of the Resulting Issuer.

*Anthony Lacavera - Chief Executive Officer and Director*

Mr. Lacavera is the founder of Globalive Capital Inc., a telecommunications / technology focused investment company. Mr. Lacavera has made over 100 venture and private equity investments over the past 15 years, including founding WIND Mobile which became Canada's fourth largest wireless carrier before it was sold to Shaw for approximately \$1.6 billion. Mr. Lacavera was named Canada's CEO of the Year by the Globe and Mail in 2010, one of the 50 Most Influential Torontonians in 2013 and one of Canada's Top Executives by Power and Influence magazine in 2014. Mr. Lacavera holds an Engineering Degree from the University of Toronto.

*Eric So – Chief Strategy Officer*

Mr So has over 15 years' experience advising both private and public companies. He is Chairman of HyperBlock Technologies Corp. and also serves as a director of Therapix Biosciences Ltd. He has recently served on the executive committee of Mundo Inc. where he was Chief Legal and Corporate Development Officer. An alumnus of Torys LLP, Eric holds a Bachelor of Science from McGill University and a law degree from the University of Windsor. Eric is heavily involved in charity work within his community.

*Simon Lockie – Chief Corporate Officer*

Mr. Lockie has over 15 years' experience as a legal counsel, business advisor and investor. He is Chief Legal Officer at Globalive Capital Inc. and previously served on the board of WIND Mobile and as its Chief Regulatory Officer. Prior to joining Globalive, Mr. Lockie was a partner at Davies Ward Phillips & Vineberg LLP. He graduated from the University of Toronto with his B.A. (Hon.) and obtained his LL.B. from McGill University. He was Vice-Chair of the American Bar Association's International Corporate Counsel Committee from 2011 to 2013, and for three consecutive years has been recognized by the Canadian General Counsel Association as one of Canada's top five young in-house counsel.

*Brock Bundy – Chief Financial Officer*

Mr. Bundy has over 20 years' experience leading teams in private equity investments and has closed more than 40 transactions in both public and private markets. He is on the investment committee of a fund that has \$1.6 billion in assets under management.

*Scott Nirenberski – Chief Operating Officer*

Mr. Nirenberski has over 20 years' experience of investing in the technology sector. He founded Mosaic Asset Management, a San Francisco based \$280 million TMT hedge fund. Mr. Nirenberski also ran the technology research team for the multi-billion hedge funds Pequot Capital Management and Seasons Capital Management.

*Bhavin Shah – Chief Technology Officer*

Mr. Shah has over 15 years' experience in software engineering and for five years was the Chief Technology Officer of TouchBistro. He is also a former director of Globalive Communications.

*Jason Theofilos – Director*

Mr. Theofilos is a Co-founder and Chief Executive Officer of Mundo Inc., a leading global performance mobile ad network. He has founded or invested in over 50 private technology and blockchain companies and serves on the board of Mundo and CoinSquare, a leading Canadian cryptocurrency exchange.

*Kingsley Ward – Director*

Mr. Ward has more than 25 years of experience as an investor and director of various private equity and public companies. He is chairman of his family office holding company, The Vimy Ridge Group Limited and Chairman of Founders Advantage Capital Corp., DATA Communications, Clarus Securities Inc., Jones Brown Holdings Inc. and Nucro Technics.

**Control Person**

Globalive Capital Inc., a company controlled by Anthony Lacavera, resident in Ontario, is expected to own, upon completion of the Financing, approximately 40% of the outstanding common shares of GTP (which includes 20 million Vend-in Shares to be issued to it), on an as converted basis, and through voting agreements will have voting control over additional common shares.

Other than as disclosed above, no person is expected to own more than 10% of the Resulting Issuer Shares.

**Additional Information**

CCA will disclose additional information relating to the Transaction as soon as it becomes available, including financial information relating to GTP, as well as backgrounds of any other person who may constitute an insider of the Resulting Issuer and any other relevant information.

*Completion of the Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange requirements, majority of the minority shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, 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 a capital pool company should be considered highly speculative.*

*The Exchange has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.*

On behalf of the Board of Directors of

**CORPORATE CATALYST ACQUISITION INC.**

“Paul Kelly”

Chief Executive Officer and Chief Financial Officer

For further information contact:

Paul Kelly  
Chief Executive Officer and Chief Financial Officer  
416-802-6636

*This news 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.*

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this press release.*

### **Forward-Looking Statements**

*This news release contains forward-looking statements relating to the timing and completion of the proposed Transaction, the future operations of CCA and the Resulting Issuer and other statements that are not historical facts. Forward-looking statements are often identified by terms such as “will”, “may”, “should”, “anticipate”, “expects” and similar expressions. All statements other than statements of historical fact, included in this release, including, without limitation, statements regarding the proposed Transaction and the future plans and objectives of CCA and the Resulting Issuer, are forward-looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from CCA’s expectations include the failure to satisfy the conditions to completion of the Transaction set forth above (particularly the closing of the Financing) and other risks detailed from time to time in the filings made by CCA with securities regulators.*

*The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of CCA. As a result, CCA cannot guarantee that the proposed Transaction will be completed on the terms and within the time disclosed herein or at all. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and CCA will only update or revise publicly the included forward-looking statements as expressly required by Canadian securities law.*