

**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

April 4, 2018

Item 3 News Release

A news release was disseminated on April 4, 2018 through CNW Group. A copy of the news release is attached hereto as Schedule “A”.

Item 4 Summary of Material Change

The Corporation provided an update on its previously announced proposed qualifying transaction with Globalive Technology Partners Inc. (“**GTP**”) to acquire all of the issued and outstanding securities of GTP. CCA announced that it has called an annual and special meeting of shareholders to be held on May 8, 2018 (the “**Meeting**”). Further details on the matters to be considered at the Meeting will be available in the information circular to be issued by CCA in connection with the Meeting.

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

April 11, 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 Provides Update on Qualifying Transaction with Globalive Technology
Partners Inc.**

Toronto, Ontario

April 4, 2018

Corporate Catalyst Acquisition Inc. (“**CCA**”) (trading symbol “**CII.H**”), a capital pool company, is pleased to provide further updates on its previously announced proposed qualifying transaction (the “**Transaction**”) with Globalive Technology Partners Inc. (“**GTP**”) to acquire all of the issued and outstanding securities of GTP.

Shareholder Meeting

In connection with the Transaction, CCA has called an annual and special meeting of shareholders to be held on May 8, 2018 (the “**Meeting**”). At the Meeting, shareholders will be asked to elect directors and approve, among other things: (i) a change in the name of CCA to “Globalive Technology Inc.” or such other name as GTP may reasonably determine; (ii) a consolidation of the common shares of CCA on a 6.66:1 basis, or such other basis as agreed to by CCA and GTP; and (iii) an amended and restated stock option plan pursuant to which options to acquire up to 10% of the issued and outstanding common shares of CCA may be issued, subject to certain conditions. The record date for determining shareholders entitled to receive notice of and vote at the Meeting is April 6, 2018. Further details on the matters to be considered at the Meeting will be available in the information circular to be issued by CCA in connection with the Meeting.

The Financing

Further to CCA’s news release of March 14, 2018, it is anticipated that GTP will complete its brokered private placement of approximately 30,000,000 subscription receipts of GTP (“**GTP Subscription Receipts**”), at a price of \$1.00 per GTP Subscription Receipt for aggregate gross proceeds of approximately \$30 million, on or about April 5, 2018 (the “**Financing**”). On closing of the Transaction, the agents in connection with the Financing, with Canaccord Genuity Corp. acting as the lead agent, will be paid a cash commission of \$1.5 million in the aggregate. The net proceeds of the Financing will be used to fund certain of the joint ventures that GTP has, or will, enter into, with any remaining funds to be used for working capital purposes.

The Transaction

As announced on March 14, 2018, prior to the closing of the Transaction, GTP will acquire certain assets, including some from a related party, in exchange for common shares and cash (previously disclosed as \$12 million of assets for 24 million common shares). In the aggregate, \$19,127,247 worth of assets will be purchased in exchange for \$5,167,000 in cash (payable 30 days after closing of the Transaction) and

25,920,494 common shares of GTP. Of this, \$9,877,001 of the assets will be acquired from a related party in exchange for 19,754,002 common shares of GTP.

Upon closing of the Transaction and assuming 30,000,000 GTP Subscription Receipts are issued pursuant to the Financing, the resulting issuer is expected to have approximately 142,721,298 common shares issued and outstanding, on a non-diluted and post-consolidation basis, of which 723,790 shares will be held by shareholders of CCA and 141,997,508 shares will be held by securityholders of GTP.

GTP Financial Information

GTP is in the process of preparing audited financial statements for the period from its incorporation on December 7, 2017 to February 28, 2018, in accordance with International Financial Reporting Standards. Set out below is certain unaudited financial information of GTP for or as at the end of January 31, 2018, as the case may be:

	<u>January 31, 2018</u>
Revenue	\$0
Net Loss	\$(129,364)
Total Assets (as at)	\$5,303,546
Total Liabilities (as at)	\$3,072,910
Shareholders' Equity (as at)	\$2,230,636

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 Meeting and the Financing, the acquisition of assets by GTP, the capitalization of the resulting issuer, 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, the Meeting, the Financing, the asset acquisition by GTP, the capitalization of the resulting issuer 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 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.