

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

**Item 1            Name and Address of Company**

Globalive Technology Inc. (“GT”)  
48 Yonge Street, Suite 1200  
Toronto, Ontario  
M5E 1G6

**Item 2            Date of Material Change**

June 8, 2018

**Item 3            News Release**

The press release attached as Schedule “A” was disseminated through GlobeNewswire on June 8, 2018 with respect to the material change.

**Item 4            Summary of Material Change**

On June 8, 2018, GT (formerly Corporate Catalyst Acquisition Inc. (“CCA”)) completed a qualifying transaction under the policies of the TSX Venture Exchange (“**Exchange**”). GT also announced the completion of its previously announced \$30 million subscription receipt financing. In connection with the qualifying transaction, CCA consolidated its shares on a 6.66:1 basis and changed its name to “Globalive Technology Inc.” In connection with the qualifying transaction, Globalive Technology Partners Inc. (“GTP”) amalgamated with a wholly-owned subsidiary of CCA, and such amalgamated company immediately amalgamated with CCA, with GT being the resulting issuer. Each share of GTP was exchanged on a one for one basis for a common share of GT.

GT has received approval for the qualifying transaction from the Exchange and trading in the common shares of GT commenced on the Exchange on June 13, 2018 under the symbol “LIVE”.

**Item 5            Full Description of Material Change**

*5.1    Full Description of Material Change*

See attached press release.

*5.2    Disclosure for Restructuring Transactions*

Not applicable.

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

Not applicable.

**Item 7            Omitted Information**

Not applicable.

**Item 8            Executive Officer**

The following executive officer is knowledgeable about the material change and may be contacted about this report.

Simon Lockie  
Chief Corporate Officer  
(416) 204 - 0263

**Item 9            Date of Report**

June 18, 2018

## Schedule "A"



## GLOBALIVE TECHNOLOGY INC.

### Globalive Technology Inc. Completes Qualifying Transaction

**Toronto, Ontario June 8, 2018** - Globalive Technology Inc. (“GT”) (formerly Corporate Catalyst Acquisition Inc. (“CCA”)), a blockchain and machine intelligence technology firm, is pleased to announce the completion of its qualifying transaction (the “**Qualifying Transaction**”) under the policies of the TSX Venture Exchange (the “**Exchange**”) as well as the completion of its previously announced \$30 million subscription receipt financing (the “**Financing**”). In connection with the Qualifying Transaction, CCA consolidated its shares on a 6.66:1 basis and changed its name to “Globalive Technology Inc.” In addition, Globalive Technology Partners Inc. (“GTP”) amalgamated with a wholly-owned subsidiary of CCA, and such amalgamated company immediately amalgamated with CCA, resulting in GT being the resulting issuer.

GT has received conditional approval for the Qualifying Transaction from the Exchange and trading in the common shares of GT is expected to commence on the Exchange on June 13, 2018 under the symbol “LIVE”.

#### The Financing

As previously announced, GTP completed the Financing which was a brokered private placement of subscription receipts (the “**GTP Subscription Receipts**”) for gross proceeds of \$30 million. The Financing was led by Canaccord Genuity Corp. together with Clarus Securities Inc., Eventus Capital Corp. and Laurentian Bank Securities as agents. In connection with the completion of the Qualifying Transaction, each GTP Subscription Receipt was automatically exchanged for one common share of GTP which in turn was exchanged for one common share of GT.

#### The Qualifying Transaction

After giving effect to the Qualifying Transaction, there are 136,536,212 GT common shares outstanding on a non-diluted basis and 151,142,659 GT common shares outstanding on a fully diluted basis. This includes an aggregate of 7,356,447 options to purchase GT common shares (“**GT Options**”) and 7,250,000 restricted share units (“**GT RSUs**”), each of which entitles the holder to one GT common share on vesting and settlement. The number of GT Options includes 75,000 with an exercise price of \$1.00 per option granted to three members of the advisory committee of GT that were granted following the date of the Filing Statement (as defined below) and not referred to therein.

Pursuant to the rules of the Exchange, 73,526,905 common shares of GT, 4,475,000 GT Options and 4,225,000 GT RSUs will be subject to a 36 month escrow, 20,110,913 common shares of GT will be subject to a two year escrow and 13,674,604 common shares of GT will be subject to a one year escrow, in each case subject to interim releases as per Exchange rules.

The Qualifying Transaction constitutes a reverse take-over, as the former shareholders of GTP own (on a non-diluted basis) approximately 99.5% of the outstanding GT common shares immediately after the closing of the Qualifying Transaction. The board of directors of GT consists of the following three new directors: Anthony Lacavera, Kingsley Ward and Jason Theofilos. The officers of GT are Anthony Lacavera as Chief Executive Officer, Brock Bundy as



Chief Financial Officer, Eric So as Chief Strategy Officer, Simon Lockie as Chief Corporate Officer, Scott Nirenberski as Chief Operating Officer and Bhavin Shah as Chief Technology Officer.

Further details of the Qualifying Transaction are contained in news releases of CCA dated March 14, April 4, May 23 and May 29, 2018. Readers are also referred to the filing statement of CCA dated May 29, 2018 (the “**Filing Statement**”) which was prepared in accordance with the requirements of the Exchange and filed under GT’s issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Early Warning Disclosure Pursuant to National Instrument 62-103**

In connection with the Qualifying Transaction, Anthony Lacavera (resident in Ontario), through Globalive Capital Inc. (“**GCI**”), a company controlled by him, acquired ownership and control of 56,403,402 GT common shares in exchange for 56,403,402 common shares of GTP, as well as 1,575,000 GT Options and 1,575,000 GT RSUs. In addition, through voting agreements, Mr. Lacavera and GCI have voting control, but not ownership, over an additional 41,672,528 GT common shares. This results in Mr. Lacavera having ownership and control, on a partially diluted basis (assuming exercise of the GT Options and settlement of the GT RSUs held by him), of approximately 42.6% of the outstanding GT common shares and voting control over approximately 72.5% of the outstanding GT common shares which gave rise to the requirement for disclosure pursuant to the early warning requirements of applicable securities laws.

Immediately prior to completion of the Qualifying Transaction, neither Mr. Lacavera nor GCI had ownership of, or exercised control or direction over, any voting or equity securities of CCA.

All of the GT common shares described above were acquired as part of the Qualifying Transaction and resulted in the ownership and control described above.

Mr. Lacavera: acquired the GT common shares in connection with the Qualifying Transaction; holds such common shares for investment purposes; and does not have any plans related to any of the items enumerated in the list contained in Item 5 of Form 62-103F1. As disclosed in the Filing Statement, the securities of GT held by GCI and Mr. Lacavera are subject to escrow restrictions imposed by the Exchange. Mr. Lacavera either directly or through GCI may, from time to time and depending on market and other conditions, acquire additional GT common shares through market transactions, private agreement or otherwise, or may sell all or some portion of the GT common share he owns or controls (upon release of the securities from escrow, or otherwise in accordance with the terms of the escrow restrictions).

An early warning report will be filed by Mr. Lacavera in accordance with applicable securities laws. To obtain a copy of the early warning reports, please contact Mr. Simon Lockie, Globalive Technology Inc., Telephone: (416) 204-0263.

### **Investment Relations Agreement with Renmark Financial Communications Inc.**

GT has entered into a retail investor relations agreement with Renmark Financial Communications Inc. pursuant to which Renmark will provide certain investor relations and research services for GT. The agreement is for a term of six months commencing June 1, 2018 with automatic one month renewals thereafter unless terminated by either party. As consideration



for the services to be provided, GT has agreed to pay Renmark monthly cash fees of \$7,000, starting June 1, 2018.

Renmark does not have any interest, directly or indirectly, in GT or its securities, or any right or, to GT's knowledge, intent to acquire such an interest.

Renmark's appointment is subject to approval by the Exchange.

### **About Globalive Technology Inc.**

Globalive Technology Inc. is a next generation software company and venture partner that is developing and investing in innovative solutions to disrupt traditional industries using AI, IoT and blockchain technology. The company forms partnerships with leading high growth companies to co-develop blockchain and machine intelligence technology stacks. It is controlled by GCI, which has founded and co-founded 12 businesses over the past 20 years with 5 successful exits ranging from \$10M to \$1.3B USD. It has also made over 100 venture investments and has over 45 portfolio technology companies.

### **For further information please contact:**

Anthony Lacavera,  
Chief Executive Officer  
Tel: (647) 977-2727  
[InvestorRelations@globalivetech.com](mailto:InvestorRelations@globalivetech.com)

### **Renmark Financial Communications Inc.**

Laura Welsh: [lwelsh@renmarkfinancial.com](mailto:lwelsh@renmarkfinancial.com)  
Tel.: (416) 644-2020 or (514) 939-3989  
[www.renmarkfinancial.com](http://www.renmarkfinancial.com)

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

### **Forward-Looking Statements**

*This news release contains forward-looking statements relating to GT's business and the date that its common shares will commence trading on the Exchange. Such forward-looking statements are identified by terms such as "will", "expects" and similar expressions. All statements other than statements of historical fact, included in this release, including, without limitation, statements regarding GT's business and the date that its shares will commence trading on the Exchange 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 GT's expectations include issues arising with respect to the initial trading day for GT's shares and other risks as set out in the Filing Statement which is available on GT's SEDAR page at [www.sedar.com](http://www.sedar.com).*



*Readers are 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 GT. As a result, GT cannot guarantee that any of the forward looking statements contained in this press release will occur within the times 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 GT will only update or revise publicly the included forward-looking statements as expressly required by Canadian securities law.*

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