

Notice of Change in Corporate Structure

Pursuant to Section 4.9 of National Instrument 51-102

Item 1 Name and Address of Issuer

Yooma Wellness Inc.
135 Yorkville Avenue, Suite 900
Toronto, ON
M5R 0C7

Item 2 Names of the Parties to the Transaction

- Yooma Corp. ("**Yooma**")
- Globalive Technology Inc. ("**GTI**")
- Yooma Wellness Inc. ("**Yooma Wellness**")

Item 3 Description of the Transaction

On December 16, 2020 Yooma and GTI entered into an arrangement agreement (the "**Arrangement Agreement**") in respect of a proposed statutory plan of arrangement (the "**Arrangement**") between Yooma and GTI which would be completed pursuant to the provisions of Section 182 of the *Business Corporations Act* (Ontario). Pursuant to the Arrangement Agreement, GTI and Yooma would amalgamate and continue as one corporation, being Yooma Wellness.

Under the terms of the Arrangement, among other things:

1. GTI completed a spin-out of its material assets and liabilities, other than certain cash required to remain in the company under the Arrangement Agreement, to GT Holdings Corp., a newly formed company related to GTI ("**SpinCo**"), in consideration for non-voting common shares of SpinCo (the "**SpinCo Non-Voting Shares**");
2. holders of the common shares of Yooma (the "**Old Yooma Shares**") received 1.1186 common shares of Yooma Wellness (the "**Shares**") for each Old Yooma Share held; and
3. holders of the common shares of GTI (the "**GTI Shares**") received one Share and one SpinCo Non-Voting Share for each GTI Share held.

In connection with the Arrangement, the GTI Shares were delisted from the TSX Venture Exchange at the close of trading on February 9, 2021.

On February 10, 2021, Yooma completed its reverse take-over of GTI pursuant to the Arrangement Agreement and Yooma Wellness began trading on the Canadian Securities Exchange (the "**CSE**") on February 11, 2021 under the ticker symbol 'YOOM'.

Item 4 Effective Date of the Transaction

February 10, 2021.

Item 5 Names of Each Party that Ceased to be a Reporting Issuer Subsequent to the Transaction and of Each Continuing Entity

GTI was a reporting issuer in the provinces of British Columbia, Alberta and Ontario. The GTI Shares were delisted from the TSX Venture Exchange at the close of trading on February 9, 2021. Immediately following completion of the Arrangement, Yooma Wellness became a reporting issuer in British Columbia, Alberta, and in Ontario upon the listing and posting of Yooma Wellness' Shares on the CSE.

Item 6 Date of the Reporting Issuer's First Financial Year-End Subsequent to the Transaction

Yooma Wellness' first financial year-end subsequent to the transaction will be December 31, 2021.

Item 7 Periods, Including Comparative Periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year Subsequent to the Transaction

Yooma Wellness will file non-comparative interim financial statements in respect of the three, six and nine months ended March 31, 2021, June 30, 2021 and September 30, 2021.

The Company will file non-comparative audited annual financial statements in respect of the 12 months ended December 31, 2021.

Item 8 Documents filed under NI 51-102 that describe the Transaction and where they can be found in electronic format

- A news release where GTI announced an Agreement with Yooma Corp. to complete a Reverse Takeover Transaction concurrently with previously announced transaction with Socati Corp. was filed on Yooma Wellness' SEDAR profile on July 13, 2020;
- A material change report regarding the Reverse Takeover Transaction was filed on Yooma Wellness' SEDAR profile on July 20, 2020;
- A news release where GTI announced Equity Incentive Awards to Key Participants in RTO Transaction was filed on Yooma Wellness' SEDAR profile on September 11, 2020;
- A news release where GTI announced to Pursue Two-Party Reverse Takeover Transaction with Yooma was filed on Yooma Wellness' SEDAR profile on September 22, 2020;
- A news release where GTI announced Definitive Arrangement Agreement with Yooma to complete its previously announced Reverse Takeover Transaction was filed on Yooma Wellness' SEDAR profile on December 16, 2020;
- A material change report regarding the Definitive Arrangement Agreement was filed on Yooma Wellness' SEDAR profile on December 24, 2021;
- A news releases where GTI provided additional disclosure with respect to the previously announced Reverse Takeover Transaction was filed on Yooma Wellness' SEDAR profile on January 18, 2021, January 20, 2021;

- A news release where GTI announced results of Shareholder Meeting on January 25, 2021 was filed on Yooma Wellness' SEDAR profile on January 25, 2021;
- A notice of special meeting of GTI shareholders in respect of the Arrangement was filed on Yooma Wellness' SEDAR profile on December 29, 2020;
- A joint management information circular in respect of a proposed plan of arrangement was filed on Yooma Wellness' SEDAR profile on December 29, 2020;
- Management's Discussion and Analysis was filed on Yooma Wellness' SEDAR profile on January 18, 2021;
- A news release announcing the completion of the Reverse Take-Over of GTI and to List on the CSE was filed on Yooma Wellness SEDAR profile on February 10, 2021; and
- A CSE Form 2A Listing Statement of Yooma Wellness Inc. was filed on Yooma Wellness' SEDAR profile on February 10, 2021.

Dated as of February 12, 2021.