

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

**Item 1            Name and Address of Company**

Yooma Wellness Inc. (“YWI” or the “Company”)  
135 Yorkville Avenue, Suite 900  
Toronto, Ontario  
M5R 0C7

**Item 2            Date of Material Change**

March 1, 2021.

**Item 3            News Release**

The press releases attached as Schedule “A” were disseminated through Cision: Newswire on March 2, 2021 and March 11, 2021 with respect to the material change.

**Item 4            Summary of Material Change**

On March 2, 2021, the Company announced that it had signed a business sale agreement with EMMAC Life Sciences Limited and certain of their respective affiliates to acquire assets associated with the “Blossom” and “MYO Plant Nutrition” brands and business, as well as ownership of Green Leaf Company SAS. On March 11, 2021 the Company announced the transaction had been completed and it had issued shares to EMMAC Life Sciences Limited as part of the consideration for the acquired assets.

**Item 5            Full Description of Material Change**

*5.1    Full Description of Material Change*

On March 1, 2021, the Company signed a business sale agreement (the “**Agreement**”) between EMMAC Life Sciences Limited, EMMAC Suisse Sarl, Rokshaw Limited (collectively, the “**Sellers**”), the Company and its wholly-owned subsidiary, Yooma Europe Limited (“**Yooma EU**” and together with the Company, “**Yooma**”) pursuant to which Yooma would acquire (a) certain assets associated with the “Blossom”, “MYO Plant Nutrition” brands and their corresponding business, as well as (b) all of the issued and outstanding shares of Green Leaf Company SAS, and by extension its underlying business. The Company had previously licensed these brands from the Sellers under the terms of an agreement previously announced on January 20th, 2021.

The acquisition of the “Blossom” and “MYO Nutrition Products” brands and business was structured as an asset purchase transaction, while the acquisition of the Green Leaf Company SAS business was structured as a share purchase transaction. The assets acquired in connection with the “Blossom” brand include manufacturing, distribution and retail rights, stock-in trade, contractual rights, information technology assets and other relevant property; and the assets acquired in connection with the “MYO Plant Nutrition” brand, include intellectual property, sale,

distribution and marketing rights, stock-in trade, contractual rights, information technology assets and other relevant property.

The purchase price paid for the assets acquired by Yooma was \$10,324,612.20 and was satisfied by the issuance of 7,459,981 common shares of YWI to EMMAC Life Sciences Limited, at a price per share of \$1.384. These shares were issued on March 11, 2021 upon satisfactory delivery of certain closing deliverables.

The purpose of the acquisition was, among other things, to add to the Company's portfolio of hemp and cannabidiol brands, and to attempt to capitalize on growth for such products and services in European markets.

## *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.

Jordan Greenberg  
President

### **Item 9 Date of Report**

March 11, 2021

## Schedule “A” Press Releases

### Yooma to Acquire Wellness Brands from EMMAC Life Sciences Group

*Transaction expands Yooma’s global footprint into Europe’s growing CBD and wellness market*

TORONTO, March 2, 2021 - Yooma Wellness Inc. (“Yooma”) (CSE: YOOM), an emerging marketer and distributor of cannabinoid and hemp-derived wellness products, today announced it will acquire the wellness brands of EMMAC Life Sciences Group, including Blossom, MYO, Hello Joya and What the Hemp.

The acquisition will see Yooma add to its strong portfolio of hemp and CBD brands with the addition of Blossom premium quality skincare and wellness products, MYO Plant Nutrition, the producer of performance-enhancing nutritional supplements and What the Hemp and Hello Joya plant-based protein snacks. Yooma previously licensed these brands from EMMAC under the terms of an agreement announced on January 20th, 2021.

“This deal presents an opportunity for Yooma to capitalize on the massive growth in the European market, particularly in the U.K., where MYO Plant Nutrition’s supplements are gaining tremendous traction with some national retailers,” said Ron Wardle, co-CEO of Yooma. “We also intend to continue our focus on China and rebrand Blossom, with plans to launch in certain Asian markets later this year”.

The agreement will see Yooma expand beyond Asia into the European CBD market which is on track to grow 400% over the next four years according to a report by the Brightfield Group. Yooma intends to continue cross-selling EMMAC wellness brands through its sales channels in China as announced in a deal last week.

The total purchase price is approximately USD\$8.1 million, and will be payable as 7,459,981 shares of Yooma valued at their 5-day volume weighted average price of CAD1.38.

#### **About Yooma Wellness Inc.**

Yooma's mission is to build a global leader in the marketing, distribution, and sale of wellness products including hemp seed oil and hemp-derived and cannabinoid (CBD) ingredients. The company leverages strategically curated sales channels and ecommerce networks to deliver a diverse mix of wellness products through subsidiaries in China, Japan, and the United States. Yooma has assembled an international team of multicultural industry professionals with extensive experience in digital marketing, ecommerce and social media in the EU, North America and the pan-Asian region, with particular depth in the Chinese ecommerce market. Learn more at [www.yooma.ca](http://www.yooma.ca).

Media Contact:

Ron Wardle

Email: [rwardle@yooma.ca](mailto:rwardle@yooma.ca)

#### **Notice regarding Forward Looking Statements**

*All information included in this press release, including any information as to the future financial or operating performance and other statements of Yooma that express management’s expectations or estimates of future performance, other than statements of historical fact, constitute forward-looking information or forward-looking statements within the meaning of applicable securities laws and are*

*based on expectations, estimates and projections as of the date hereof. Forward-looking statements are included for the purpose of providing information about management's current expectations and plans relating to the future. Wherever possible, words such as "will", "intends", "intended to", "on track", "an opportunity", or the negative of these words or other variations thereof, have been used to identify such forward-looking information. Specific forward-looking statements include, without limitation, all disclosure regarding future results of operations, economic conditions and anticipated courses of action, including the acquisition, the issuance of the Yooma shares, any intended uses of the EMMAC Brands in Yooma's operations, Yooma's expansion into new product categories, regions and markets, sale of Blossom and MYO brands through Yooma's sales channels in Asia and any improvements in Yooma's unit economics.*

*There are many risks and uncertainties that may affect forward-looking statements including, among others, regulatory risk in each jurisdiction in which Yooma does or intends to operate, the uncertainties, effects of and responses to the COVID-19 pandemic, reliance on licenses, competition, dependence on senior management and key personnel, general business risk and liability, regulation of the CBD industry, changes in laws, regulations and guidelines, compliance with laws, limited operating history, unfavourable publicity or consumer perception, product liability, risks related to intellectual property, product recalls, difficulties with forecasts, management of growth, litigation, delays to the acquisition or the delivery of any post-closing deliverables, and other matters which are beyond the control of Yooma. Although the forward-looking statements contained herein reflect management's current beliefs and reasonable assumptions based upon information available to management as of the date hereof, Yooma cannot be certain that actual results will be consistent with such forward-looking information. Yooma cautions you not to place undue reliance upon any such forward-looking statements. Yooma disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required by applicable law. Nothing herein should be construed as either an offer to sell or a solicitation to buy or sell securities of Yooma.*

## Yooma Completes Acquisition of Wellness Brands from EMMAC Life Sciences Group

TORONTO, March 11, 2021 - Yooma Wellness Inc. ("Yooma") (CSE: YOOM) today announced it has completed the transaction previously disclosed on March 2, 2021 to acquire the wellness brands of EMMAC Life Sciences Group, including Blossom, MYO, Hello Joya and What the Hemp, and issued 7,459,981 shares of Yooma to EMMAC Life Sciences Limited (the "Consideration Shares") as part of the consideration for the acquired assets. The Consideration Shares are subject to a standard resale restriction of four months plus one day and, unless permitted under applicable securities laws, cannot be traded before July 12, 2021. Additional information on the transaction may be found in Yooma's press release dated March 2, 2021 and under Yooma's company profile page on SEDAR at [www.sedar.com](http://www.sedar.com).

### About Yooma Wellness Inc.

Yooma's mission is to build a global leader in the marketing, distribution, and sale of wellness products including hemp seed oil and hemp-derived and cannabinoid (CBD) ingredients. The company leverages strategically curated sales channels and ecommerce networks to deliver a diverse mix of wellness products through subsidiaries in China, Japan, and the United States. Yooma has assembled an international team of multicultural industry professionals with extensive experience in digital marketing, ecommerce and social media in the EU, North America and the pan-Asian region, with particular depth in the Chinese ecommerce market. Learn more at [www.yooma.ca](http://www.yooma.ca).

Media Contact:

Ron Wardle

Email: [rwardle@yooma.ca](mailto:rwardle@yooma.ca)

### Notice regarding Forward Looking Statements

*All information included in this press release, including any information as to the future financial or operating performance and other statements of Yooma that express management's expectations or estimates of future performance, other than statements of historical fact, constitute forward-looking information or forward-looking statements within the meaning of applicable securities laws and are based on expectations, estimates and projections as of the date hereof. Forward-looking statements are included for the purpose of providing information about management's current expectations and plans relating to the future. Wherever possible, words such as "emerging", "to build", "unless" or the negative of these words or other variations thereof, have been used to identify such forward-looking information. Specific forward-looking statements include, without limitation, all disclosure regarding future operations, economic conditions and anticipated courses of action of Yooma.*

*There are many risks and uncertainties that may affect forward-looking statements including, among others, regulatory risk in each jurisdiction in which Yooma does or intends to operate, the uncertainties, effects of and responses to the COVID-19 pandemic, reliance on licenses, competition, dependence on senior management and key personnel, general business risk and liability, regulation of the CBD industry, changes in laws, regulations and guidelines, compliance with laws, limited operating history, unfavourable publicity or consumer perception, product liability, risks related to intellectual property, product recalls, difficulties with forecasts, management of growth, litigation, delays to the acquisition or the delivery of any post-closing deliverables, and other matters which are beyond the control of Yooma. Although the forward-looking statements contained herein reflect management's current beliefs and reasonable assumptions based upon information available to management as of the date hereof, Yooma cannot be certain that actual results will be consistent with such forward-looking information. Yooma cautions you not to place undue reliance upon any such forward-looking statements. Yooma disclaims any intention or obligation to update or revise*

*any forward-looking statements whether as a result of new information, future events or otherwise, except as required by applicable law. Nothing herein should be construed as either an offer to sell or a solicitation to buy or sell securities of Yooma.*