Yooma Wellness Inc.
(formerly, Globalive Technology Inc.)

Management Discussion and Analysis

For the period from January 1, 2020 to December 31, 2020

Dated: April 13, 2021

This management discussion and analysis (the "**MD&A**") of the financial condition and results of operations of Globalive Technology Inc. ("**GT**") is for the period from January 1, 2020 to December 31, 2020 (the "**Reporting Period**") and is provided as of April 13, 2021 (the "**MD&A Date**"). GT completed a reverse takeover transaction with Yooma Corp. ("**YC**") on February 10, 2021 (the "**Yooma RTO**") which resulted in the amalgamation of GT and YC to form Yooma Wellness Inc. ("**Yooma**") as described in greater detail below. In this MD&A, references to the "**Company**" prior to completion of the Yooma RTO are references to GT, and references to the Company after completion of the Yooma RTO are references to Yooma.

This MD&A should be read in conjunction with the Company's audited financial statements for the Reporting Period (the "**Financial Statements**"). The Financial Statements are prepared in accordance with International Financial Reporting Standards ("**IFRS**"). All amounts presented are stated in Canadian dollars, unless otherwise indicated.

GT completed a consolidation of its common shares on June 30, 2020, with shareholders exchanging 20 pre-consolidation common shares for 1 post-consolidation common share (the "**Share Consolidation**"). In this MD&A, any reference to a number of shares, a share price or any calculation based on the foregoing values for any period prior to June 30, 2020 has been retroactively adjusted to take into account this Share Consolidation. These adjusted values are by necessity approximations and may not fully account for any rounding or truncating that occurred before or as a result of the Share Consolidation to avoid issuing fractional shares of GT.

PART I - FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "forward-looking statements", including but not limited to statements about its business and strategic plans and those of its business ventures and consolidated subsidiaries; future expected revenues, investments, expenses and losses; payment of future dividends and distributions; existing and potential future business relationships that may be material to the business; expectations for future growth; the vesting and exercise of awards issued under its equity compensation plans; the availability of adequate financing for the Company; expected future performance, revenues, expenses, losses and operations of the Company's business ventures; statements about the Company's short and medium term working capital requirements; and the potential effect of the novel coronavirus. These statements relate to future events or the Company's future performance. All statements other than statements of historical fact, including those identified above, may be forward-looking statements.

Forward-looking statements are often, but not always, identified using words such as "may", "would", "could", "will", "anticipate", "believe", "estimate", "predict", "subject to", "future", "potential", "risk", "expects", "trends", "dependent on", "continues to" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in these forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements should not be unduly relied upon by investors as actual results may vary. These statements speak as of the MD&A Date and are expressly qualified, in their entirely, by this cautionary statement. The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of various risk factors, including but not limited to changes to the Company's business focus or strategic plan; changes in market, industry or regulatory conditions; unexpected operating gains or losses; management's assessment of the viability of different businesses and business partners; a breakdown in the Company's relationship with its existing or potential future business venture partners; changes in the Company's management and employees; the availability of future transactional opportunities; difficulties integrating the businesses and employees of recently acquired companies; difficulties or delays in the development of new products, services or technologies; products, services or technologies not functioning as expected; third parties not using products, services or technologies as expected; economic conditions making certain products, services or technologies less attractive than anticipated; competitors in the industry; the novel coronavirus pandemic impacting on the value and performance of the Company's business ventures, operations and business partners; the novel coronavirus pandemic impacting on the timing and viability of existing transactional opportunities and the availability of future transactional opportunities; the novel coronavirus pandemic impacting on the availability of financing and other risks, including those set out in the Financial Statements. Except as may be required by Canadian securities law and the rules of the TSX Venture Exchange and the Canadian Securities Exchange, as applicable, the Company is under no obligation to update any forward-looking statements should material facts change due to new information, future events or other factors and does not undertake to do so.

PART II - INTRODUCTION

The Company

<u>Before the Yooma RTO (Globalive Technology Inc.)</u>

GT was formed on June 8, 2018, by the amalgamation of Globalive Technology Partners Inc. ("**GTP**") and Corporate Catalyst Acquisition Inc. ("**CCA**"). As at the end of the Reporting Period, the registered and records offices of the Company were located at East Tower, Bay Adelaide Centre, 22 Adelaide Street West, Suite 3400, Toronto, Ontario, M5H 4E3, and its head office was located at 48 Yonge Street, Suite 1200, Toronto, Ontario, M5E 1G6.

GTP was incorporated under the *Business Corporations Act* (Ontario) on December 7, 2017, with the goal of commercializing technologies, including those based on artificial intelligence, blockchain and the internet of things. This strategy involved entering into business ventures with third parties ("**Collaborators**") who had existing customers for these technologies and co-developing new software applications and technology platforms for use in the Collaborators' businesses and for licensing to third-parties. In appropriate cases, in furtherance of its core business, GTP would also provide capital support to its Collaborators and business ventures.

On June 8, 2018, GTP completed a reverse takeover transaction (the "**Initial RTO Transaction**") with CCA, a capital pool company listed on the NEX Exchange, resulting in the formation of GT. On June 13, 2018, following the completion of the Initial RTO Transaction, GT's common shares ("**GT Shares**") commenced trading on the TSX Venture Exchange ("**TSX-V**"). GT was the successor of GTP and carried on its business of building and commercializing software solutions using optimal technology stacks.

<u>After the Yooma RTO (Yooma Wellness Inc.)</u>

On February 10, 2021, after the end of the Reporting Period but prior to the MD&A Date, GT completed a second reverse takeover transaction, the Yooma RTO, with YC which resulted in the amalgamation of GT and YC to form Yooma. The Yooma RTO consisted of the following key steps:

- GT delisted its GT Shares from the TSX-V;

- All of the unvested restricted share units of GT ("**RSUs**") vested and all vested RSUs were settled the day prior to closing;

- GT transferred all of its material assets and liabilities relating to any entity in which GT held debt or equity securities between the date of the Initial RTO Transaction and the date of the Yooma RTO, other than certain cash required to remain in GT, (the "**Legacy Assets**") to GT Holdings Corp. ("**GT Holdings**") in consideration for a number of class B non-voting common shares of GT Holdings ("**Non-Voting Shares**") equal to the number of GT Shares outstanding at the time of the transfer;

- GT amended its articles to designate each of its existing GT Shares as a "Class A Common Share" and to create a new class of "Class B Common Share" with substantially the same characteristics but two votes per share; and then exchanged each issued and outstanding GT Share for one Class B Common Share and one Non-Voting Share, with the result that each previous holder of a GT Share now held both a common share of GT and a Non-Voting Share of GT Holdings;

- GT amalgamated with YC to form Yooma, with the holders of common shares of GT receiving 1 common share of Yooma ("**Yooma Shares**") in exchange for 1 common share of GT, and with the holders of common shares of YC receiving 1.1168 Yooma Shares in exchange for 1 common share of YC, based on a relative valuation for each of the amalgamated companies of approximately US$5,000,000 for GT and US$25,000,000 for YC; and

- On February 11, 2021, the common shares of Yooma were listed for trading on the Canadian Securities Exchange ("**CSE**").

The business of Yooma is be focused on the marketing, distribution and sale of wellness products, including hemp seed oil and hemp-derived and cannabinoid ingredients. On completion of the Yooma RTO the registered and records offices of Yooma were changed to 5300 Commerce Court West, 199 Bay St., Toronto, ON, M5L 1B9 and its head office was moved to 135 Yorkville Ave., Suite 900, Toronto, Ontario, M5R 0C7.

Share Capital

At the end of the Reporting Period, GT's authorized capital consisted of an unlimited number of GT Shares without par value, and there were 6,977,073 GT Shares issued and outstanding, together with 133,117 options and 579,590 restricted share units ("**RSU**") issued under GT's Omnibus Equity Compensation Plan 2018 (the "**Equity Plan**"), each of which is exercisable for one GT Share subject to applicable vesting and other terms and, in the case of options, payment of the applicable exercise price. During the Reporting Period, following the receipt of shareholder approval at GT's annual general and special meeting on June 19, 2020 (the "**AGSM**"), GT completed a 20:1 consolidation of the GT Shares and any outstanding options or RSUs were adjusted to preserve the same economics post-consolidation.

After the Reporting Period, but prior to completion of the Yooma RTO, certain events resulted in the issuance or cancellation of additional GT Shares, options or RSUs:

- On January 20, 2021, 16,666 options for GT Shares were forfeited due to the departure of an employee.

- On February 9, 2021, all of the 579,590 outstanding RSUs were settled for GT Shares.

- On February 10, 2021, upon completion of the Yooma RTO and following a reclassification, exchange and issuance of additional common shares to satisfy the purchase price paid by GT for YC, there were 44,759,888 Yooma Shares issued and outstanding, together with 1,930,662 options for Yooma Shares outstanding under Yooma's Omnibus Long-Term Incentive Plan (the "**Yooma Equity Plan**"), each of which is exercisable for one Yooma Share subject to applicable vesting and other terms and the payment of the applicable exercise price.

- On March 11, 2021, an additional 7,459,981 Yooma Shares were issued in satisfaction of the purchase price for an acquisition of assets from the EMMAC Life Sciences Group.

- On March 19, 2021, an additional 23,320,894 Yooma Shares were issued in satisfaction of the consideration payable by Yooma for the acquisition of Socati Corp. ("**Socati**").

As at the MD&A Date, there are therefore a total of 75,540,763 Yooma Shares and 1,930,662 options for Yooma Shares issued and outstanding.

GT has not declared or paid any dividends or distributions on the GT Shares and Yooma has not declared or paid any dividends or distributions on the Yooma Shares. The payments of dividends or distributions in the future are dependent on the Yooma's earnings, financial condition and such other factors as the board of directors considers appropriate. Yooma currently does not anticipate paying any dividends in the foreseeable future.

Changes to Financial Year-End

The initial financial year-end of GTP was February 28. Upon completing the Initial RTO Transaction, the year-end of GT was changed to December 31, resulting in a 10-month Reporting Period from March 1, 2018 to December 31, 2018 ("**FYE 2018**"). The different lengths of the financial years should be carefully considered when comparing the financial performance of the Company during the Reporting Period and the financial year ended December 31, 2019 (the "**Prior Period**") against FYE 2018.

Non-IFRS Financial Measures

This MD&A makes use of a non-IFRS financial measure, "working capital", that does not have any standardized meaning prescribed by IFRS and may not be comparable to similar measures presented by other companies. Working capital consists of current assets minus current investments minus current liabilities plus promissory notes. Working capital excludes any digital assets and investments. Working capital should not be considered in isolation or as an alternative or substitute to measures prepared in accordance with IFRS (such as Net and Comprehensive Income).

PART III - OVERALL PERFORMANCE

The Company's focus during the Reporting Period was on sourcing, negotiating and implementing the Yooma RTO, as well as a number of other material transactions affecting the Company's investments in other technology companies. By the beginning of the Reporting

Period, the Company had already implemented a number of capital conservation measures intended to preserve capital for use in the Yooma RTO or a similar transaction, which reduced the extent of the Company's day-to-day operations. These steps included winding-down its operations in the blockchain and cryptocurrency space, reducing its employee count and overhead, surrendering non-essential leases and obtaining approval to pay its Chief Executive Officer's net salary in GT Shares rather than in cash.

In total, the Company experienced a net loss of $6,145,527 during the Reporting Period (compared to net losses of $14,578,928 in the Prior Period), consisting primarily of operating expenses and transaction expenses relating to the Yooma RTO. The Company continued to maintain its investments in technology companies during the Reporting Period but made an aggregate of only $663,262 new investments in such companies (compared to $4,531,047 in the Prior Period).

PART IV - SELECTED ANNUAL INFORMATION

The Company's net losses during the Reporting Period were comprised of $3,588,021 in expenses, $2,137,999 in realized and unrealized losses from investments held at fair value, and $476,146 in other losses, partially offset by other income of $56,639 generated primarily by interest on cash deposits.

The Company did not generate any revenue during the Reporting Period (or the Prior Period) due to capital conservation measures and the wind-up of a number of the Company's business ventures in the Prior Period and FYE 2018. The Company did generate other income during the Reporting Period of $56,639, which consisted of interest on cash deposits (compared to other income of $264,390 in the Prior Period, which included more substantial interest income on cash deposits and dividend income on equity investments).

The Company's expenses during the Reporting Period consisted of $1,420,081 of employee salaries and wages (compared to $2,768,121 in the Prior Period), $995,554 of non-cash employee equity compensation (compared to $962,079 in the Prior Period), $845,697 of legal and accounting professional fees (compared to $831,128 in the Prior Period), $37,895 in marketing fees (compared to $138,908 in the Prior Period) and $288,794 of office, general and administrative expenses relating to insurance, regulatory fees, transfer agent fees and other miscellaneous expenses (compared to $495,848 in the Prior Period). The Company's total expenses in the Reporting Period of $3,588,021 compare favourably to its expenses in the Prior Period of $5,208,672, owing to the implementation of the aforementioned capital conservation measures and a number of one-time expenses incurred in the Prior Period relating to the wind-down of certain business ventures of the Company.

The Company's $2,137,999 of unrealized loss from investments held at fair value during the Reporting Period consisted of $1,983,909 in losses resulting from adjustments to the fair value of certain investments using transactional pricing and internal valuation models and $154,089 of losses relating to unrealized foreign exchange losses. The aggregate of these losses during the Reporting Period compares favourably to net losses from investments held at fair value through profit or loss for the Prior Period of $8,690,745, owing primarily to a re-valuation by the Company during the Prior Period of certain senior secured debentures that it acquired in 2018 in 2629331 Ontario Inc. ("**262**"), the controlling shareholder of FLX Holding Corp. ("**FLX**"), the parent of Flexiti Financial Inc ("**Flexiti**", and together with FLX and their respective subsidiaries, the "**Flexiti Group**") following a series of internal financing rounds in those companies.

The Company did not experience any losses from discontinued operations during the Reporting Period, as compared to losses of $485,245 from discontinued operations in the Prior Period, relating to the wind-down of the Company's cryptocurrency mining venture with HyperBlock Inc. ("**HyperBlock**")

The Company experienced other losses of $476,146 during the Reporting Period, driven primarily by changes to foreign exchange rates. The Company was more heavily affected by foreign exchange rates during the Reporting Period than it has been in prior periods due to converting a significant portion of its cash into USD in anticipation of completing the Yooma RTO. The other losses during the Reporting Period were comparable to the other losses in the Prior Period of $458,656, which consisted primarily of interest income impairment from 262's senior secured debentures and losses on the disposal of the Company's fixed assets.

The following is a summary of selected financial information for each of the Company's three most recently completed financial periods, the year ended December 31, 2019 and the ten-month period ended December 31, 2018:

	December 31, 2020	December 31, 2019	December 31, 2018
Total Revenue and other income (loss)			
Revenue	Nil.	Nil.	Nil
Other Income	$56,639	$264,390	$777,819
Equity pickup from investments in associates	Nil.	Nil.	$(116,975)
Other Losses	$(476,146)	$(458,656)	$(1,197,224)
Change in unrealized gain (loss) from investments held at fair value through profit or loss.	$(2,137,999)	$(8,690,745)	$(10,598,541)
Profit / Loss from Cont. Ops. Attributable to Owners of the Parent			
Per Share	$(0.880)	$(2.02)	$(3.66)
Per Diluted Share	$(0.880)	$(2.02)	$(3.66)
Profit / Loss Attributable to Owners of the Parent			
Per Share	$(0.880)	$(2.10)	$(3.90)
Per Diluted Share	$(0.880)	$(2.10)	$(3.90)
Total Assets	$19,315,245	$24,205,551	$38,311,011
Total Liabilities	$435,978	$152,807	$1,046,332
Current Liabilities	$435,978	$152,807	$1,046,332
Non-Current Liabilities	Nil.	Nil.	Nil.
Distributions / Cash Dividends			
Common Shares	Nil.	Nil.	Nil.

Performance during FYE 2018, which was a 10-month financial period, must be compared carefully with the Prior Period and the Reporting Period which were both 12-month financial periods.

PART V - REVIEW OF OPERATIONS

The core of the Company's operating business has historically been building and commercializing software solutions using optimal technology stacks. The Company has also been engaged in pursuing a number of transactional opportunities for growth, and periodically made investments in existing and potential future Collaborators and other technology companies. During the Reporting Period, the Company's focus has been primarily on sourcing, negotiating and implementing the Yooma RTO, as well as a number of other material transactions affecting the Company's investments, having wound-down many of its business ventures in the Prior Period.

Operations during the Reporting Period

Key operating milestones and developments during the Reporting Period were as follows:

- ***Reverse Takeover Transaction (Yooma Corp.):*** On June 3, 2020, the Company entered into a binding letter of intent with Socati to complete a reverse take-over transaction whereby the Company would acquire all of the issued and outstanding securities of Socati, valued in aggregate at US $25,000,000, in exchange for common shares of the Company. Socati is a leading processor of THC-free broad-spectrum hemp extracts and ingredients for use in cannabinoid products. On July 13, 2020, the Company entered into a second binding letter of intent with YC to complete a reverse take-over transaction whereby the Company would acquire all of the issued and outstanding securities of YC, valued in aggregate at US $25,000,000, in exchange for common shares of the Company. YC operated an Asia-focused social commerce and wellness products company with particular depth in the Chinese e-commerce market. On September 22, 2020, following discussions between the three parties, the letter of intent between the Company and Socati was terminated and the letter of intent between the Company and YC was amended so that the Company and YC could focus on completing a two-party reverse takeover transaction, the Yooma RTO, as soon as possible.

Concurrently with the initial announcement of the Yooma RTO, a trading halt was imposed on the GT Shares which would remain in place until the closing of the Yooma RTO.

The material, high-level features of the Yooma RTO are described in Part II of this MD&A, above. After the end of the Reporting Period but prior to the MD&A Date, the Yooma RTO was approved by the shareholders of GT and YC at shareholder meetings held on January 25, 2021, the Yooma RTO was completed on February 10, 2021. The Yooma Shares began trading on the CSE on February 11, 2021.

- ***<u>Interest in the Flexiti Group:</u>*** The Company has held several debt and equity interests in the Flexiti Group since the Initial RTO Transaction. On June 21, 2018, the Company entered into a put, call and right of first refusal agreement (the "**Put/Call Agreement**") pursuant to which the Company could compel (or could be compelled) to acquire and amalgamate with 262 on certain terms and conditions. The Company announced on January 9, 2019 that it was exercising its call right under the Put/Call agreement, subject to certain conditions precedent. Since that time, the Company worked with the Flexiti Group and its key stakeholders to see if those conditions could be satisfied; supported the Flexiti Group in its efforts to raise financing to continue to support and grow its business; and participated in non-binding discussions around a possible business combination or other transaction between the Company and the Flexiti Group, which was ultimately not pursued.

  On June 7, 2020, the put and call rights under the Put/Call Agreement expired without a transaction being completed. The Company continued to hold its debt and equity interests in 262 and the Flexiti Group, some of which had matured and were incurring late charges, and continued to support their efforts to raise financing to grow the business through to the end of the Reporting Period.

  After the Reporting Period but prior to the MD&A Date, there were a number of developments affecting the Company's interest in the Flexiti Group:

  - On January 15, 2021, the Company completed a foreclosure on its $3,000,000 loan to 262 and took possession of the underlying collateral for that loan, which consisted of securities of FLX and Flexiti.

  - On February 1, 2021, CURO Group Holdings Corp. announced it had entered into definitive agreements to acquire FLX and Flexiti for an aggregate purchase price of US$ 121,000,000, consisting of US$85,000,000 in cash on closing and US$36,000,000 in additional potential earn-out consideration (the "**CURO Transaction**").

  - On February 10, 2021, the Company completed the Yooma RTO and all of its interests in the Flexiti Group were transferred to GT Holdings as part of the Legacy Assets spun-out in that transaction. Consequently, such interests will not form part of the go-forward business of Yooma.

- ***<u>Investments:</u>*** The Company has made strategic investments in existing and potential future Collaborators and other technology companies. During the Reporting Period, the Company allocated additional capital into Civic Resources Group International (d/b/a "**CivicConnect**"). The details of these investments and their valuation are described in the Financial Statements.

  After the Reporting Period but prior to the MD&A Date, all of the Company's interests in existing and potential future Collaborators and other technology companies were transferred to GT Holdings as part of the Legacy Assets spun-out during the Yooma RTO. Consequently, such interests will not form part of the go-forward business of Yooma.

- ***<u>Normal Course Issuer Bid:</u>*** During the Reporting Period, the Company launched a normal course issuer bid program ("**NCIB**") to purchase for cancellation up to 5% of its then issued and outstanding common shares (350,145 common shares) by December 31, 2020. The program was first announced on January 16, 2020 and the Company began making purchases on February 3, 2020. The program was an automatic securities purchase plan, such that the specific timing of any share purchase under the program would be determined by the Company's broker in accordance with applicable laws (including a restriction preventing the Company from buying more than 2.0% of its then issued and outstanding common shares in any 30-day period) and standing instructions from management with respect to such matters as maximum price and total funds available for purchases. Due to the trading halt imposed on the GT Shares in connection with the Yooma RTO, no purchasing occurred under the NCIB after June 3, 2020. A total of 40,400 GT Shares were purchased for cancellation under the NCIB program.

- ***COVID-19 Operational Measures:*** To comply with government regulations and social distancing best practices in light of the COVID-19 pandemic, the Company temporarily moved to a work-from-home model for all employees. During the Reporting Period and through to the completion of the Yooma RTO, the Company continued to receive mail at its head office through a single employee, but otherwise took steps to move all physical meetings, including board meetings and the Company's annual general and special meeting of the shareholders, to online platforms and teleconferencing. These operational measures did not significantly impact the Company's ability to conduct business on a day-to-day basis.

- ***Wind-Down of Certain Business Ventures:*** During the Reporting Period the Company began the process of dissolving two subsidiaries that were established in 2018 for a business venture that was not ultimately pursued. Globalive Exchange Services Inc. was dissolved on September 7, 2020, and the Company also began the process of dissolving Globalive Exchange Services (UK) Ltd. during the last quarter of the Reporting Period. These subsidiaries did not hold material assets or generate revenue. After the end of the Reporting Period, but prior to the MD&A Date, Globalive Exchange Services (UK) Ltd. was transferred to GT Holdings as part of the Legacy Assets spun-out during the Yooma RTO and subsequently dissolved on March 23, 2021.

Operations during the Fourth Quarter

The most significant developments for the Company during the quarter ended December 31, 2019 included (i) continuing to negotiate and implement the Yooma RTO; (ii) working with the Flexiti Group and its key stakeholders in furtherance of a potential transaction as described in greater detail above; (iii) investigating other potential opportunities for growth through transactions involving companies that it held investments in; and (iv) winding-down certain aspects of its business to prepare for an eventual transition upon completion of the Yooma RTO, all as described in greater detail above.

PART VI - SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's financial information for each of the last 8 quarters:

Reporting Period

	Dec 31, 2020	Sept 30, 2020	June 30, 2020	March 31, 2020
Total Revenue	-	-	-	-
Profit / Loss from Cont. Ops. Attributable to Owners of the Parent				
Per Share	$(0.106)	$(0.124)	$(0.07)	$(0.58)
Per Diluted Share	$(0.106)	$(0.124)	$(0.07)	$(0.58)
Profit / Loss Attributable to Owners of the Parent				
Per Share	$(0.106)	$(0.124)	$(0.07)	$(0.58)
Per Diluted Share	$(0.106)	$(0.124)	$(0.07)	$(0.58)

Prior Period

	Dec 31, 2019	Sept 30, 2019	June 30, 2019	March 31, 2019
Total Revenue	-	-	-	-
Profit / Loss from Cont. Ops. Attributable to Owners of the Parent				
Per Share	$(0.320)	$0.14	$(1.600)	$(0.240)
Per Diluted Share	$(0.320)	$0.14	$(1.600)	$(0.24)
Profit / Loss Attributable to Owners of the Parent				
Per Share	$(0.320)	$1.14	$(1.600)	$(0.320)
Per Diluted Share	$(0.320)	$1.14	$(1.600)	$(0.320)

Management does not believe the quarter-by-quarter performance of the Company reflects any significant long-term trends. Expenses, revenues, profits, losses, assets, liabilities and cash flow in each of the recent quarters have been determined primarily by one-time investments and one-time transactions completed by the Company and are not likely to be indicative of future performance trends (positive or negative). More importantly, the completion of the Yooma RTO represents a complete shift in the business and management of the Company and it is highly unlikely that quarterly trends from the Reporting Period and the Prior Period will have any material relevance to the performance of the Company going forward.

PART VII - LIQUIDITY AND CAPITAL RESOURCES

Cash Balance and Working Capital

As at the end of the Reporting Period, the Company had a cash balance of $5,885,826 and working capital of $5,449,848 available to fund the Company's operations (compared to cash of $8,860,276 and working capital of $8,775,368 for the Prior Period). Working capital is reconciled to the amounts in the Statements of Financial Position as at the end of each quarter of the Reporting Period and the Prior Period as follows:

Reporting Period

	December 31, 2020	September 30, 2020	June 30, 2020	March 31, 2020
Current Assets	14,960,175	16,913,728	17,668,302	18,367,061
Less: Investments	(9,074,349)	(10,090,873)	(10,106,110)	(10,116,987)
	5,885,826	6,822,855	7,562,192	8,250,074
Less: Current Liabilities	(435,978)	(1,043,748)	(1,185,067)	(1,169,213)
Working Capital	**5,449,848**	**5,779,107**	**6,377,125**	**7,080,861**

Prior Period

	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019
Current Assets	20,112,909	21,498,682	20,961,237	24,093,321
Less: Investments	(11,184,734)	(11,985,727)	(13,799,291)	(14,516,954)
	8,928,175	9,512,955	7,161,946	9,576,367
Less: Current Liabilities	(152,807)	(113,416)	(344,712)	(652,311)
Working Capital	**8,775,368**	**9,399,539**	**6,817,234**	**8,924,056**

The Company implemented a number of capital conservation measures in the Prior Period and the Reporting Period to reduce its cash requirements and satisfies its operational and working capital needs through existing cash reserves and the occasional sale of investment assets. The Company's primary means of generating additional cash, if required, would be through raising equity capital, however, current cash reserves are expected provide enough liquidity to support the Company's operations and normal working capital needs through to the completion of the Yooma RTO or the 12 months following the end of the Reporting Period.

PART VIII - COMMITMENTS AND CONTINGENCIES

The Company did not have any material commitments or contingencies as at the end of the Reporting Period. During the Prior Period, the Company funded US$250,000 to the Creative Destruction Labs Blockchain and Artificial Intelligence Fund in satisfaction of a commitment entered into in FYE 2018.

PART IX - OFF BALANCE SHEET ARRANGEMENTS

The Company did not have any material off balance sheet arrangements as at the end of the Reporting Period or the Prior Period.

PART X - CHANGES IN ACCOUNTING POLICIES

New and amended standards

The following are new and amended accounting standards applied by the Company effective at the start of the Reporting Period.

- ***Conceptual Framework for Financial Reporting (''Conceptual Framework'')***: On March 29, 2018, the IASB published a revised Conceptual Framework that includes revised definitions of an asset and a liability as well as new guidance on measurement, derecognition, presentation and disclosure. The revised Conceptual Framework does not constitute an accounting pronouncement and will not result in any immediate change to IFRS, but the IASB and IFRS Interpretations Committee will use it in setting future standards. The revised Conceptual Framework was effective for the Company on January 1, 2020 and applies when developing an accounting policy for an issue not addressed by IFRS.

- ***Definition of Material (Amendments to IAS 1 and IAS 8):*** On October 31, 2018, the IASB issued amendments to IAS 1 Presentation of Financial Statements and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors to clarify the definition of "material". The amendments were applied prospectively on January 1, 2020 and did not have any significant impact on the Company's consolidated financial statements.

- ***Definition of a Business (Amendments to IFRS 3):*** On October 22, 2018, the IASB issued amendments to IFRS 3 Business Combinations to narrow the definition of a business and clarify the distinction between a business combination and an asset acquisition. The amendments were applied prospectively to all business combinations and asset acquisitions on January 1, 2020 and did not have any significant impact on the Company's consolidated financial statements.

PART XI - FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

As at the end of the Reporting Period and the Prior Period, the Company's financial instruments included cash, investments at fair value through profit or loss, other receivables, accounts payables, accrued liabilities, promissory notes and its rights under the Put/Call Agreement. For fair value determinations, in addition to the estimation of fair value of financial instruments as described below, please refer to notes 3(f) and 8 of the Financial Statements.

As at the end of the Reporting Period, the fair value of cash, other receivables, prepaid expenses, accounts payable and accrued liabilities approximated their carrying value due to their short-term nature.

As at the end of the Reporting Period, the Company carried investments in certain technology companies and existing and potential future collaborators. These securities are classified as fair value through profit or loss. Please refer to notes 6 and 7 of the Financial Statements for more information.

The Company obtained a third-party valuation in FYE 2018 to estimate the value of its rights and obligations under the Put/Call Agreement mentioned above. Please refer to note 4 of the Financial Statements for more information.

PART XII - FINANCIAL RISKS

The Company's activities expose it to a variety of financial risks that arise as a result of its operating, investing, and financing activities including:

- Credit risk;
- Liquidity risk;
- Market risk; and
- Price risk.

This note presents information about the Company's exposure to the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included in the Financial Statements.

The Board of Directors oversees management's establishment and execution of the Company's risk management framework. Management has implemented and monitors compliance with risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities.

The Company continues to assess the impact of the COVID-19 pandemic, and the response of governments, regulators, businesses and customers, on its operations, investments, prospective transactions and business ventures. As at the end of the Reporting Period, the significant decline experienced by global securities markets and the significant decline in the value of the Canadian dollar against USD and GBP which occurred earlier in the Reporting Period have both been substantially reversed, however, those markets remain volatile and the Company continues to experience elevated price and currency risk associated with COVID-19. The significant volatility in global securities markets since the start of the Reporting Period also continues to impact the fair values of the Company's investments in private companies, though the extent of that impact cannot be fully determined at this time. If the financial markets and/or the overall economy continue to be affected for an extended period, the Company's investment results may be adversely affected

Credit Risk

Credit risk is the potential for financial loss to the Company if a counterparty in a transaction fails to meet its obligations. The Company's cash and cash equivalents, other receivables and investments in debt instruments are exposed to credit risk. The Company monitors its credit risk management policies continuously to evaluate their effectiveness and feels that the creditworthiness of its counterparties is currently satisfactory. Cash and cash equivalents primarily consist of highly liquid temporary deposits with Canadian chartered banks.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The Company ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 90 days, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted. To achieve this objective, the Company prepares annual operational expenditure budgets which are regularly monitored and updated as considered necessary. As at December 31, 2020 the Company had $5,885,826 of cash available to settle $435,978 of financial liabilities (as at December 31, 2019 the Company had $8,860,276 of cash available to settle $152,807 of financial liabilities).

The Company's accounts payable and accrued expenses are non-interest bearing and are due in less than 90 days.

Market Risk

Market risk is the potential for loss to the Company from changes in the values of its financial instruments due to changes in interest rates, foreign exchange rates or equity prices.

The Company's investments are classified at FVTPL, therefore changes in fair market value on securities are recorded in net income.

Further risks related to market risks that are present in the Company are as follows:

- ***Price Risk:*** The Company is exposed to equity securities price risk because of investments held by the Company. As at the end of the Reporting Period, had the fair values of the investments at FVTPL increased or decreased by 30%, with all other variables held constant, net income would have increased or decreased by approximately $4,027,000 (compared to $4,585,000 as at the end of the Prior Period).

- ***Interest Rate Risk:*** The Company's interest rate risk arises from investments in debt instruments carried at FVTPL and cash balances with variable rates of interest as the fair value of these financial instruments can fluctuate because of changes in market interest rates. As at the end of the Reporting Period, the approximate impact on the Company if the changes in the prevailing levels of market interest rates strengthened or weakened by 1% was negligible (compared to $87,000 as at the end of the Prior Period).

- ***Currency Risk:*** Currency risk arises from financial instruments that are denominated in a currency other than the functional currency of the Company, which is the Canadian dollar. The Company is exposed to the risk that the value of investments denominated in currency other than Canadian dollars will fluctuate due to changes in exchange rates. The Company's investments denominated in United States Dollars ("**USD**") are marked accordingly in the schedule of investments included in note 6 of the Financial Statements. As at the end of the Reporting Period, the approximate impact on the Company if the CAD weakened by 10% in relation to USD would be a gain of $1,216,000 (compared to $414,000 as at the end of the Prior Period). If the Canadian dollar was to strengthen relative to USD, the opposite would occur. In practice, actual results may differ from this sensitivity analysis and the difference could be material.

PART XIII - RELATED PARTY TRANSACTIONS

The Company completed several related party transactions during the Prior Period, the Reporting Period and prior to the MD&A Date, which have been described in greater detail above. In summary, related party transactions during such periods included:

- ***Loan to 262 Ontario:*** On February 22, 2019, the Company made a loan of $3,000,000 to 262 Ontario to allow it to participate for its *pro rata* share ($2,635,000) of the Series 2 Class B Preferred Shares of FLX and to acquire a further $250,000 of Class A Shares of Flexiti. The loan was secured by a first ranking charge over the shares acquired using the loan proceeds. On January 15, 2021, after the end of the Reporting Period but prior to the MD&A Date, the Company foreclosed on its security for the loan and took direct ownership of the underlying shares acquired using the loan proceeds. The Company and 262 were both controlled by Globalive Capital Inc. ("**GCI**") during the relevant time period.

- ***Flexiti Dividends:*** The Company has received dividends at a rate of 15% per annum on $1,000,000 Class A Shares of Flexiti that it acquired in FYE 2018. These dividend payments were suspended in May 2019 and were not resumed through to the date of completion of the Yooma RTO. The Company and, indirectly, Flexiti were both controlled by GCI during the relevant time period.

- ***CEO Compensation***: At the Company's annual general and special meetings of the shareholders on June 20, 2019 and June 19, 2020, the shareholders approved an amendment to the form of compensation paid by the Company to its Chief Executive Officer. During the period from July 1, 2019 until June 30, 2021, the Company was authorized to pay its Chief Executive Officer his net salary quarterly, in arrears, in common shares of the Company, issued at the price per common share on the last day markets were open in the applicable quarter. The first such payment was made on October 1, 2019 by issuing 31,551 GT Shares in satisfaction of a net salary of $44,171.67 owing for the period from July 1, 2019 to September 30, 2019. The second such payment was made on January 2, 2019 by issuing 24,539 GT Shares in satisfaction of a net salary of $44,171.67 owing for the period from October 1, 2019 to December 31, 2019. No subsequent payments were made in shares due to unexpectedly low market prices at the end of applicable quarters and the trading halt imposed on the Company's shares in connection with the Yooma RTO.

- ***Payments to Globalive Media Inc.***: On March 31, 2018, the Company entered into a service agreement with Globalive Media Inc. to provide the Company with certain functions and supporting roles relating to marketing and public relations, resulting in a payment of $53,000 to Globalive Media Inc. during the Prior Period. The Company subsequently terminated the service agreement with Globalive Media Inc. Anthony Lacavera, the Company's Chief Executive Officer and one of its Directors during the relevant time period also controls Globalive Media Inc.

- ***Spin-out of Legacy Assets***: On February 10, 2021, in connection with the closing of the Yooma RTO, GT spun-out its Legacy Assets to GT Holdings. The aggregate fair market value of the Legacy Assets was determined to be $15,462,585 and was satisfied by GT Holdings issuing 7,556,663 Class B Non-Voting Shares to the Company, which were subsequently distributed to GT's shareholders. GT Holdings and GT were both controlled by GCI. during the relevant time period.

PART XIV - PROPOSED TRANSACTIONS

After the end of the Reporting Period but prior to the MD&A Date, Yooma completed two notable transactions:

- ***Acquisition from EMMAC Life Sciences Group:*** On March 2, 2021, Yooma announced that it had entered into an agreement with EMMAC Life Sciences Limited ("**EMMAC**") to acquire certain wellness brands from EMMAC (the "EMMAC Acquisition"), including MYO, Blossom, Hello Joya and What the Hemp, each of which had previously been licensed to Yooma under the terms of a licensing agreement. The total purchase price paid for the assets was approximately US$8.1 million, which was satisfied by the issuance of 7,459,981 Yooma Shares.

- ***Acquisition of Socati Corp.:*** On March 19, 2021, Yooma completed an acquisition of Socati for total consideration of US$25,000,000 which was satisfied by the issuance of 23,320,894 Yooma Shares. The acquisition was completed by way of a merger between Socati and Yooma Acquisition Inc., a wholly-owned subsidiary of Yooma.

As at the MD&A Date, Yooma does not have any significant proposed transactions.

PART XV - ADDITIONAL INFORMATION:

Additional information relating to the Company, including its annual information form, is available on SEDAR at www.sedar.com.