

YOOMA

The Global Wellness Solution

multi-branded CBD products and other wellness assets



June 2021

PRIVATE AND CONFIDENTIAL PRESENTATION
– FOR THE INTENDED RECIPIENT ONLY

YOOMA

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Yooma Leadership Team

Skilled Entrepreneurs with a History of Creating Shareholder Value



Lorne Abony
Chairman

Lawyer turned serial entrepreneur, Lorne has co-founded and served as CEO of 3 successful public companies:

Chairman of EMMAC Life Sciences (sale to Curaleaf Holdings valued at ~US\$407M*)

Nuuvera, a global cannabis solutions provider listed on TSX-Venture (sale to Aphria Inc. valued at ~CA\$826M)

Mood Media, a global leader in retail audio and entertainment, dual listed on TSX and LSE (~US\$500M annual revenue)

Fun Technologies, the leading North American skill and fantasy sports gaming company, dual listed on AIM and TSX (sale to Liberty Media for ~US\$484M)

Successfully raised in excess of US\$1.5 billion in debt and equity capital



Jordan Greenberg
President & Director

Trusted CPA with 20+ years' experience managing the financial and administrative affairs of large public and private companies

CFO of Nuuvera from inception through public listing on TSX-Venture and sale to Aphria Inc. valued at ~CA\$826M

Previously CFO of Cryptologic Corp., Dundee Agriculture, a wholly-owned subsidiary of Dundee Corp., and 12 years as CFO at Crawford Metal Corporation

Audit and accounting start at Ernst & Young LLP



Antonio Costanzo
Director

Co-Founder and CEO of EMMAC Life Sciences (sale to Curaleaf Holdings valued at ~US\$407M*), now CEO of Curaleaf International

Head of Europe, Africa and South America for Nuuvera

Head of Public Policy and Government Affairs France and Southern Europe at Uber

Director of International Development and Regulatory Affairs at BWIN Europe

Vice-Chairman at ESSA, Sports Betting Integrity



Anthony Lacavera
Director

Serial entrepreneur and successful venture capitalist

Founder and Chairman of Globalive Capital (100+ venture and early-stage capital investments)

Founder & CEO of WIND Mobile, Canada's leading alternative wireless carrier (sold to Shaw Communications for ~US\$1.3B)

Former Director of Nuuvera

Mentor & Investor with accelerators and incubators: MaRS, Creative Destruction Lab, NEXT Canada and DMZ at Ryerson University

Additional UK-based director to be added

** includes earn-out consideration*

Historical Successes – Nuuvera and EMMAC

The Global Roll-Up of Cannabis Assets and Licenses in Legalized Jurisdictions

The founders of Yooma have built two highly successful international businesses in the cannabis space in the past five years, then achieved two exits with a combined value in excess of US\$1 billion



YOOMA

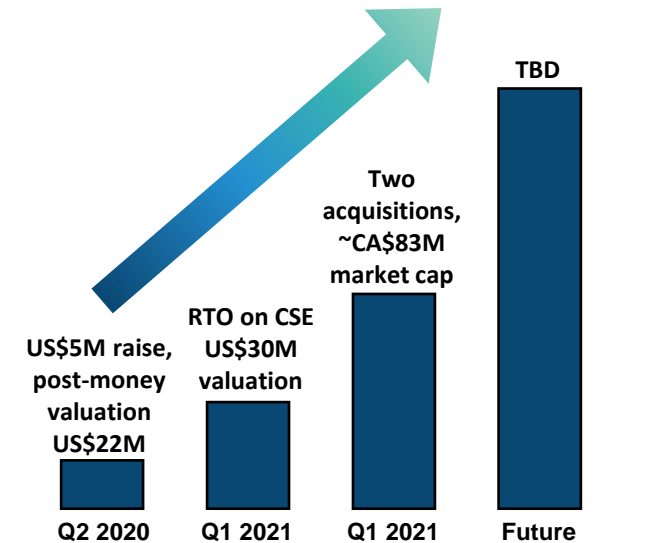
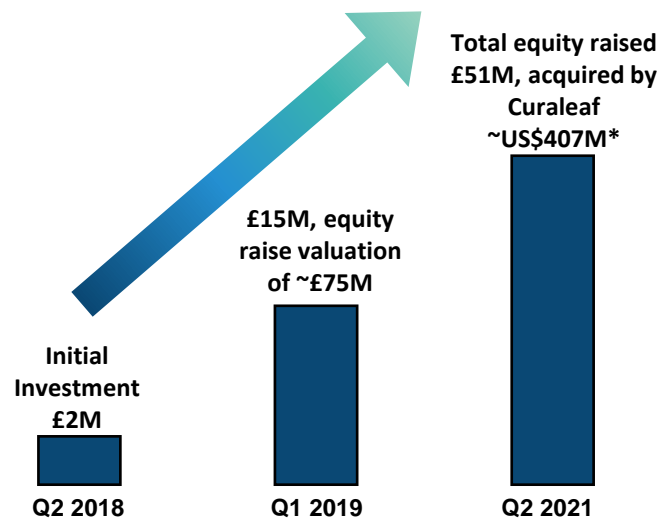
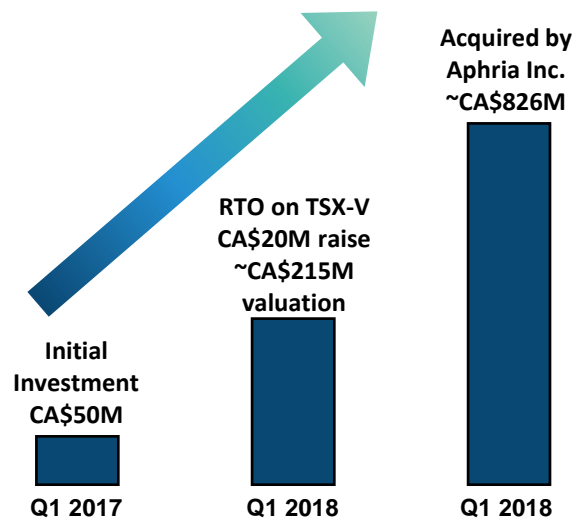
In 2017, we recognized the opportunity to pivot from a purely Canada centric licensed producer to an international play focused on global legalized markets

Our ability to identify, acquire and/or win licenses in international markets made Nuuvera an immediate acquisition target as a public company

In 2018, we recognized the opportunity to create a vertically-integrated cannabis leader for cannabis cultivation in Europe as many countries continued to legalize medical cannabis, with a path to adult-use

EMMMAC was the largest independently owned cannabis company in Europe and became an attractive acquisition target

We see the same opportunity today in the global CBD and wellness space

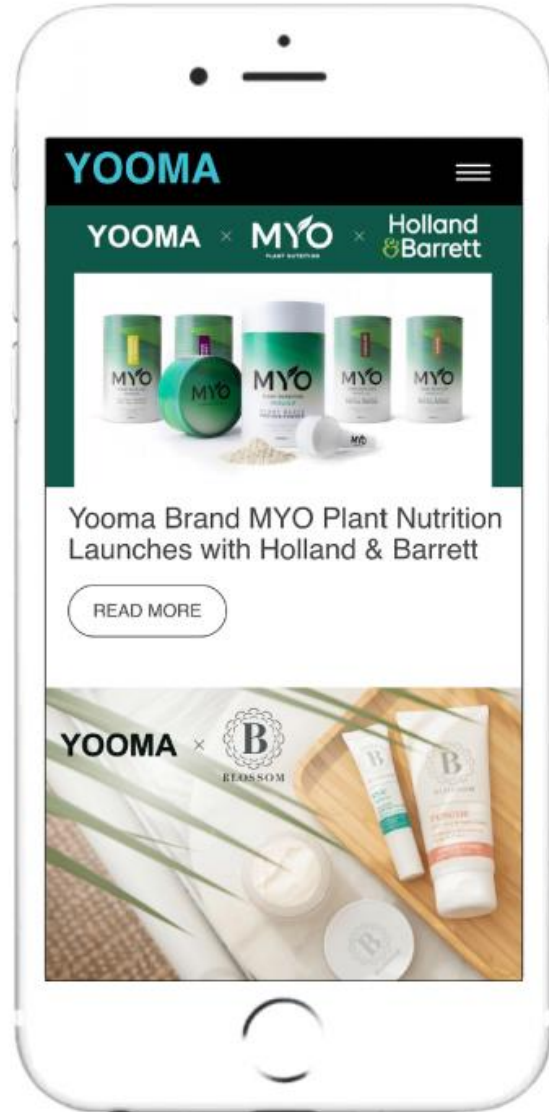


* includes earn-out considerations

YOOMA

Yooma Highlights

Building the World's Largest Global CBD and Wellness Business



Yooma is a global multi-branded vertically-integrated wellness platform, including CBD products and other wellness brands



Skilled Leadership

- Experienced team with history of creating value for shareholders



Vertically Integrated Strategy

- Ingredients, products, brands and distribution platforms



Global Assets and Acquisitions Pipeline

- Operations in five countries in US, Europe and Asia, three acquisitions completed, three pending and a robust pipeline of additional acquisition targets



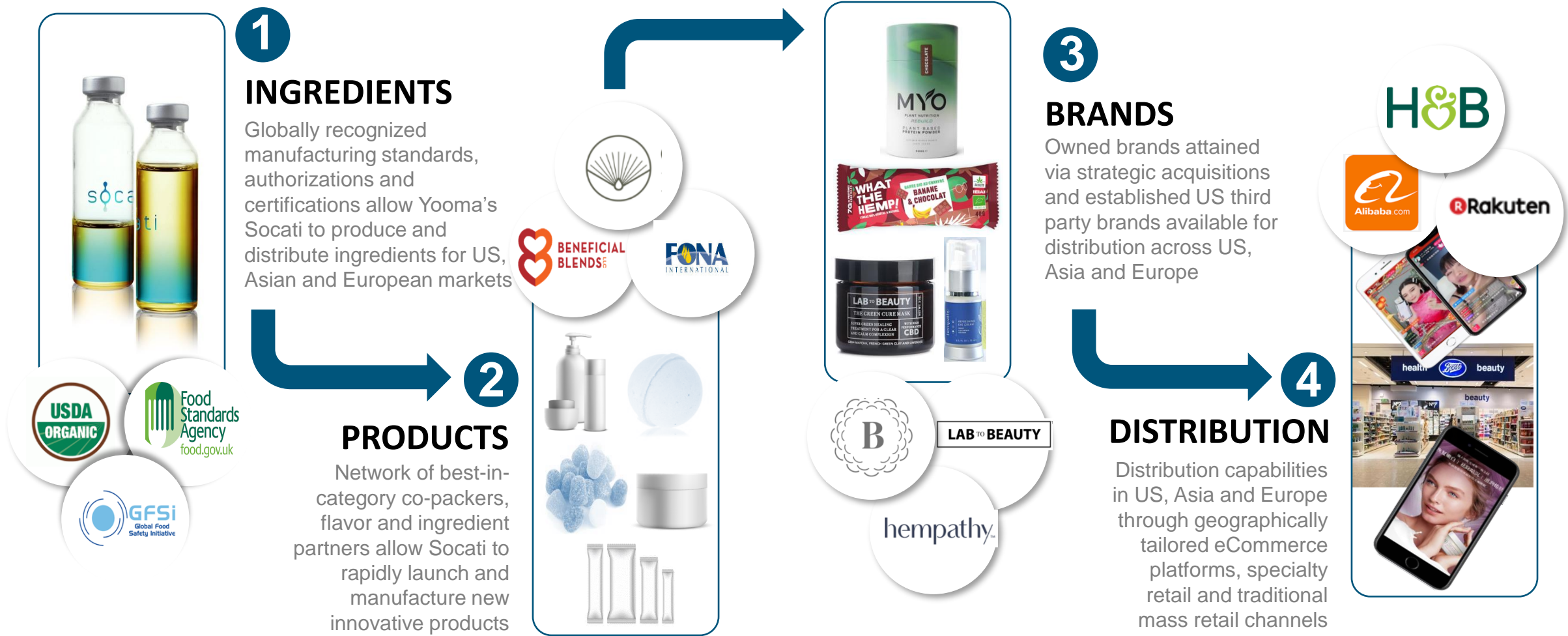
Strong Balance Sheet

- CSE listed with a market cap of ~CA\$83M (£48M) with cash on hand of approx. \$4.1M, no significant debt, and financial support from founder group

Vertically Integrated Global Wellness Company

Ingredients, Product Manufacturing, Branded Products, and Distribution on a Global Scale

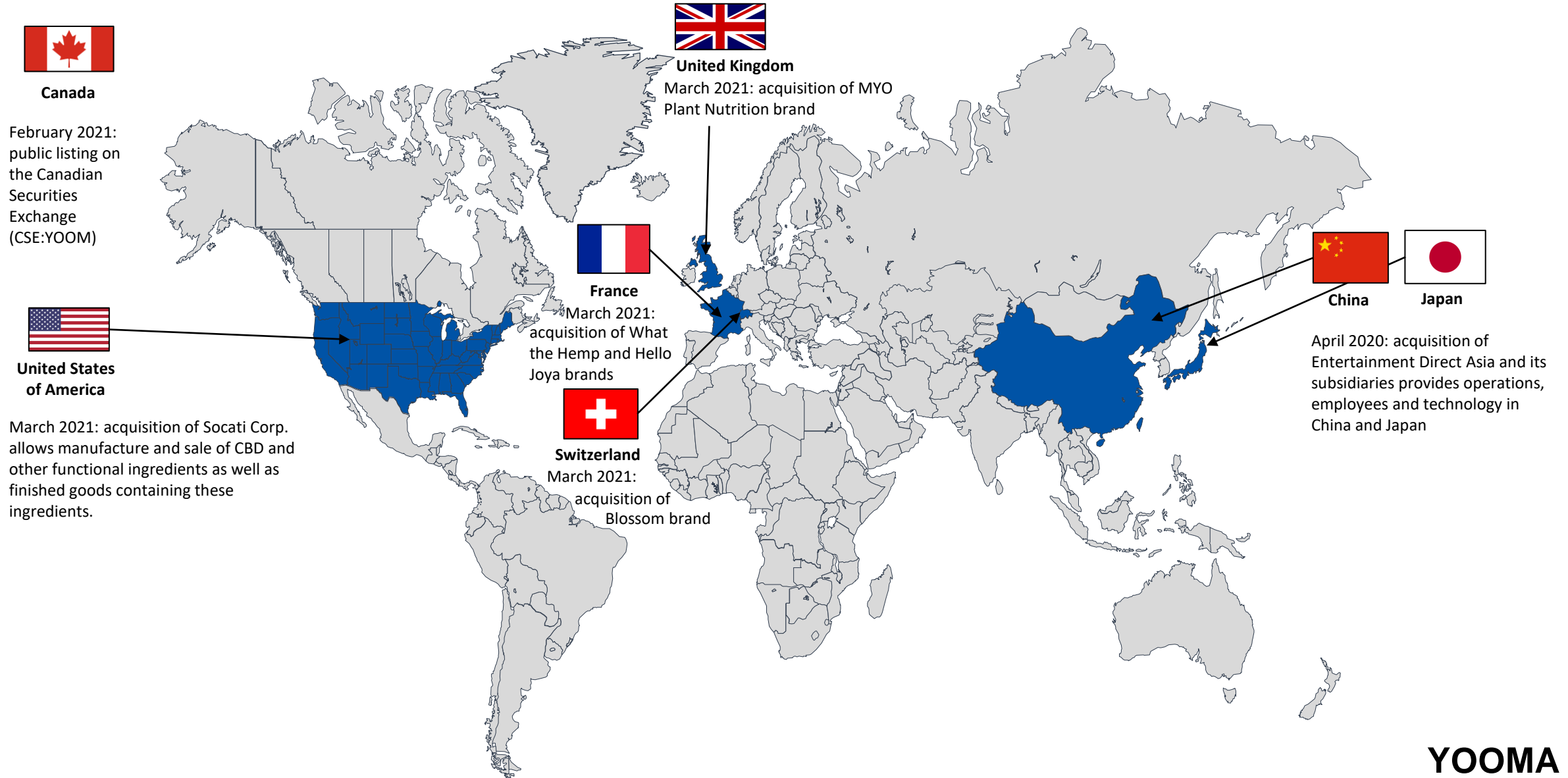
Vertical integration across the United States, Europe and Asia allows **Yooma** to strategically control its supply chain, capture additional margin and position itself as a prime fast-moving consumer goods target



YOOMA

Yooma Footprint

Building the World's Largest Global CBD and Wellness Business



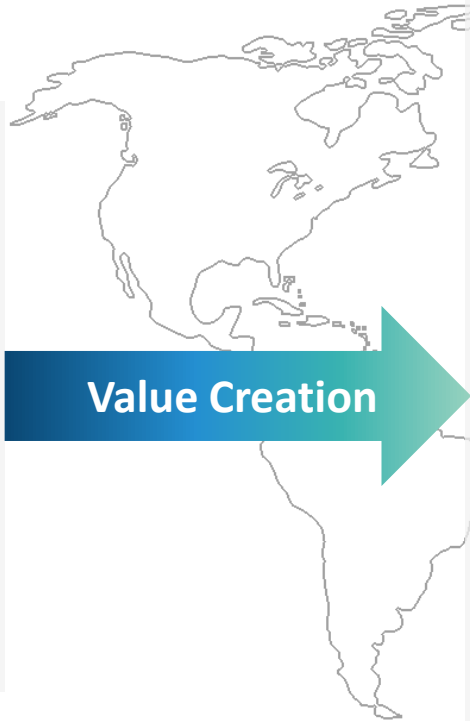
Acquisition, Value Creation and Growth Strategy

Yooma Is the Leading Consolidator in Global CBD and Wellness

A Typical Yooma Acquisition Target



- 1. Limited Reach**
 - Single market
 - Regional brand
- 2. Underfunded**
 - Limited access to new capital
- 3. Limitations**
 - Small size limits its ability to attract talent
 - Difficulty to navigate complex regulations (e.g. Novel Foods)



Yooma's Global Platform

- 1. Global Reach**
 - Regional brands now offered around the world
 - Best access to ingredients / talent / etc.
 - Broader scope and efficiency of marketing and sales initiatives
- 2. Access to Capital / Cost of Capital**
 - Public currency
 - Strong investor base with institutional support across the major capital markets
- 3. Expanded Product Offering / Ability to Cross-Sell**
 - Expand product portfolio – addition of new CBD products
 - Expand customer sales – broader portfolio of products offered to existing customers

Pipeline of Pending Acquisitions

Going Deeper in Established Markets and Monitoring New Entry Opportunities

Letters of intent have been agreed with three target companies and due diligence is currently on-going, with transaction documents being prepared. There can however be no guarantee that all or any of the acquisitions will be completed.

Wellness Products Company

JAPAN

\$5.9M revenue in 2020, forecast \$6.7M for 2021⁽¹⁾

Signed letter of intent, completing due diligence

Company develops and manufactures proprietary wellness products for distribution through all major home shopping networks in Japan and on-line

Opportunity for Yooma to sell branded skincare and beauty products through existing sales channels in Japan



Branded CBD Products Company

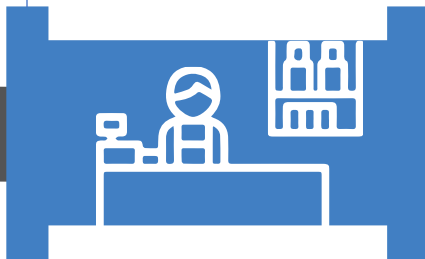
UNITED KINGDOM

£2.9M revenue in 2020, forecast £3.5M for 2021⁽¹⁾

Signed letter of intent, completing due diligence

Distribution in several major retailers in the UK and on-line platforms

Opportunity to export these branded products to other Yooma jurisdictions and to integrate Yooma's MYO Plant Nutrition operations and distribution



Specialty Drinks Business

UNITED STATES

\$1.7M revenue in 2020, forecast \$1.9M for 2021⁽¹⁾

Signed letter of intent, completing due diligence

Distribution primarily through major grocery customers and independent retailers in Texas

Opportunity to develop CBD-infused drinks and expand distribution outside of home market



Active discussions with various other acquisition targets

United States manufacturer of CBD oils and tinctures

Taiwan skincare brand

United Kingdom CBD drinks brand

United states CBD skincare brand

Others



⁽¹⁾These figures are based on information provided by the relevant target company. While the Company has reviewed the projections, the current revenue run-rate and the assumptions on which future growth is based, there can be no guarantee that these revenues will be achieved in 2021

Pipeline of Pending Acquisitions (cont'd)

Purchasing Strategic Assets at an Average Multiple of 2.6x 2020A and 2.2x 2021E Revenue

	US Specialty Drinks Business	UK Branded CBD Products	JAPAN Wellness Products	
Purchase price	\$4.3	\$11.5	\$14.0	
2020 Revenue	\$1.7	\$4.1	\$5.9	
2021 Forecast Revenue	\$1.9	\$5.0	\$6.7	
				AVERAGE
2020 Price/Revenue	2.5	2.8	2.4	2.6
2021 Price/Revenue	2.2	2.3	2.1	2.2
				TOTAL
Cash at closing	\$1.9	\$5.6	\$7.0	\$14.5
Cash deferred	\$0.0	\$0.0	\$5.0	\$5.0
Share consideration	\$1.9	\$5.9	\$0.0	\$7.8
Debt assumed	\$0.5	\$0.0	\$2.0	\$2.5
TOTAL	\$4.3	\$11.5	\$14.0	\$29.7

All figures in USD M (except ratios)

⁽¹⁾These figures are based on information provided by the relevant target company. While the Company has reviewed the projections, the current revenue run-rate and the assumptions on which future growth is based, there can be no guarantee that these revenues will be achieved in 2021

Three strategic wellness acquisition targets under LOI, expected to close by early Q3

\$14.5M cash payments at closing, total purchase price of \$29.7M

Opportunity to drive additional margin through vertical integration and cross platform sales

Average Price/Revenue multiple is 2.6x for 2020 actual and 2.2x for 2021 forecast

Wellness and CBD comparable companies are trading at approx. 5.0x 2021 forecast revenue

The recent HempFusion acquisition of Sagely Naturals was priced at 6.0x 2020 revenue

Result is value accretion for Yooma shareholders

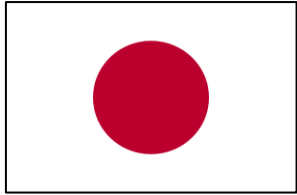
Public CBD and Wellness Companies

Company Name	Symbol	Exchange	Market Data				Financial Data			EV/Revenue	
			Share Price \$USD Jun 11, 2021	Shares Outstanding	Market Capitalization	Enterprise Value	Year End	Previous Year End Total Revenue	Next Year End Total Revenue Estimate	Previous Year End	Next Year End
Comps											
Aurora Cannabis Inc.	ACB	TSE	9.79	198.05	\$1,939.1	\$1,942.2	Jun-20	\$205.4	\$206.9	9.5x	9.4x
cbdMD	YCBD	NYSE	3.40	56.98	\$193.7	\$177.3	Sep-20	\$41.9	\$51.3	4.2x	3.5x
Charlotte's Web Holdings, Inc.	CWEB	TSE	4.39	138.05	\$605.6	\$593.0	Dec-20	\$95.2	\$120.2	6.2x	4.9x
Hempfusion Wellness Inc.	CBD.U	TSE	0.51	117.34	\$59.8	\$47.1	Dec-20	\$3.8	N/A	12.3x	N/A
Love Hemp Group Plc	LIFE	AQSE	0.05	733.90	\$36.2	\$40.9	Jun-20	\$2.1	\$6.9	19.5x	5.9x
Sativa Wellness Group Inc.	SWEL	CSE	0.07	364.62	\$25.4	\$24.3	Dec-20	\$2.7	N/A	9.0x	N/A
Simply Better Brands Corp.	SBBC	TSE	4.84	21.50	\$104.0	\$120.3	Dec-20	\$13.8	\$28.0	8.7x	4.3x
The Valens Company Inc.	VLNS	TSE	2.83	159.44	\$451.1	\$422.8	Nov-20	\$64.5	\$89.3	6.6x	4.7x
Mean			3.23	223.74	\$426.9	\$421.0		\$53.7	\$83.8	9.5x	5.5x
Median			3.11	148.75	\$148.9	\$148.8		\$27.9	\$70.3	8.9x	4.8x
Yooma Wellness Inc.	YOOM	CNXS	0.91	75.50	\$68.7	\$62.7					

Source: Data is from Yahoo finance, CSE, Company filings and SEDAR

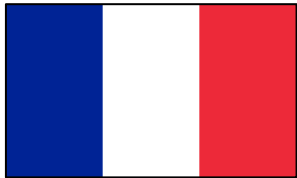
Regulatory Tailwinds

CBD is Experiencing Favorable Regulatory Trends Globally



JAPAN

On May 14, the Ministry of Health, Labor and Welfare announced that the existing ban on cannabis-derived pharmaceuticals will be lifted in Japan.



FRANCE

On May 25, new regulations from the PMO confirm that CBD can be extracted from all parts of the hemp plant, as well as the full legalization of hemp extracts with less than 0.2% THC.



UNITED STATES

On May 20, a bipartisan trio of U.S. senators introduced The Hemp Access and Consumer Safety Act, a bill to allow the use of CBD in foods and beverages, which if passed would explicitly exempt hemp and all its products from the FDA's drug-based prohibition.



UNITED KINGDOM

Novel Foods Approval

CBD food products from the MYO Plant Nutrition and Blossom brands were added to the U.K. Food Standard Agency's novel foods list in April. Companies were required to submit a novel food authorization application for CBD food products sold in the UK. The process is meant to ensure the items meet legal standards, including on safety and content.

Yooma's MYO Plant Nutrition and Blossom brands are part of a small number of CBD brands to be granted this approval.

Pro-Forma Financial Outlook

Creating a Diversified Global Revenue Base

	YOOMA REVENUE					
	Q1	Q2	Q3	Q4	TOTAL	
Yooma US (Socati)	0.3	1.2	2.1	2.5	6.1	<i>Acquired March 19, 2021</i>
US sparkling water acquisition ⁽¹⁾	-	-	0.5	0.6	1.1	<i>Assume closing July 1, 2021</i>
Total US revenue	0.3	1.2	2.6	3.1	7.2	
Yooma Europe	0.1	0.4	1.0	1.7	3.2	<i>Acquired February 10, 2021</i>
UK CBD products acquisition ⁽¹⁾	-	-	1.3	1.3	2.6	<i>Assume closing July 1, 2021</i>
Total UK/EU revenue	0.1	0.4	2.3	3.0	5.8	
Yooma China and Japan	0.2	0.6	0.3	0.3	1.3	
Japan wellness acquisition ⁽¹⁾	-	-	1.6	1.8	3.3	<i>Assume closing August 1, 2021</i>
Total Asia revenue	0.2	0.6	1.8	2.0	4.6	
TOTAL	0.6	2.2	6.7	8.0	17.6	
ANNUALIZED	-	-	26.9	32.1	-	

All figures in USD M

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Letters of intent have been agreed with all target companies and due diligence is currently on-going, with transaction documents being prepared. There can however be no guarantee that all or any of the acquisitions will be completed

Completed acquisitions:

Revenue for Q1 includes EMMAC Wellness brands and Socati from the date of acquisition only

Geographic split:

Significant revenue contribution from operations in North America, Europe/United Kingdom and Asia

Run rate and forecast:

Yooma is forecasting \$17.6M in revenue for 2021, with a \$32.1M run rate by the end of 2021.

This assumes the successful completion of three acquisitions in early Q3 as indicated

Application to List on London AQUIS

Sources, Uses and Pro-Forma Capitalization



SOURCES OF FUNDS

Proposed equity offering (GBP)	£	10,000,000
GBP:USD exchange rate		1.4160
Proposed equity offering (USD)	\$	14,160,000
Cash on hand (approx.)		4,100,000
Total sources of funds (USD)	\$	18,260,000

YOOMA CURRENT CAPITALIZATION

YOOMA shares outstanding at RTO	44,759,888	59.25%
Shares issued to EMMAC	7,459,981	9.88%
Shares issued to Socati shareholders	23,320,894	30.87%
Total shares outstanding	75,540,763	100.0%
YOOMA share price, June 4, 2021 (CAD)	\$ 1.10	
Market capitalization (CAD)	\$ 83,094,839	
CAD:USD exchange rate	0.8281	
Market capitalization (USD)	\$ 68,810,836	

USE OF FUNDS

Japan - wellness products company	7,000,000
UK - branded CBD products company	5,600,000
US - sparkling water company	1,900,000
Total cash for acquisitions	\$ 14,500,000
Remaining cash on hand	3,760,000
Total use of funds (USD)	\$ 18,260,000

YOOMA PROFORMA CAPITALIZATION

Offering Price (CAD)	\$1.00	
Yooma shares outstanding	75,540,763	74.66%
Issued for Japan acquisition	-	
Issued for UK acquisition	6,455,083	6.38%
Issued for US acquisition	2,085,826	2.06%
Proposed equity offering	17,099,384	16.90%
Proforma shares outstanding	101,181,057	100.0%
Market capitalization (CAD)	111,299,162	
Market capitalization (USD)	92,166,836	
Run rate revenue, Q4-21 annualized (USD)	32,140,000	
Proforma EV/Revenue multiple	2.87	

Proposed Term Sheet

Issuer: Yooma Wellness Inc. (“**Yooma**” or the “**Company**”)


Offering:	Private placement of common shares of the Company (the “ Common Shares ”) on a “best efforts” agency basis, subject to a formal agency agreement.
Issue Price:	CA\$1.00 per Common Share (the “ Issue Price ”) <i>£0.58 per Common Share</i>
Offering Size:	£10 million of Common Shares <i>~CA\$17 million</i> <i>~US\$14 million</i>
Selling Jurisdictions:	UK, US and Canada
Use of Proceeds:	To finance the cash portion of acquisitions in Japan, UK and US, as well as general corporate purposes.
Listing:	The Common Shares of Yooma are currently listed for trading on the Canadian Securities Exchange (“ CSE ”). Yooma has commenced its listing application with London AQUIS (“ AQUIS ”) and will use its commercially reasonable best efforts to complete a successful listing and cause the Offering to be listed on AQUIS upon closing.
Advisors:	Peterhouse Capital Limited to act as Corporate Advisor Chrystal Capital Partners LLP to provide corporate finance and investor introduction services Shard Capital Partners LLP to act as joint broker
Closing Date:	July 2, 2021 or such earlier or later date as mutually agreed between Yooma and the syndicate (the “ Closing Date ”).

YOOMA WELLNESS INC.




CRYSTAL CAPITAL


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UNITED STATES - SOCATI



MONTANA FACILITY

- 22,000 square foot GMP and SQF certified facility
- High purity, consistent ingredients
- Minimal degradation potential, product loss, or byproduct creation
- High efficiency in purification
- Continuous system allows for practical application of organic extraction and cannabinoid separation for commercial use

CANNABINOID INGREDIENT CAPABILITIES

- Global Food Safety Initiative (GFSI) compliance manufacturing standards and certifications
- Best in class analytical capabilities with in-house testing capabilities on par with ISO-certified labs
- Focus on precision minor cannabinoid ratios which is on trend with 2021 market demand
- Exclusive partnership with leading flavor house accelerates product development capabilities leveraging partner technologies
- Opportunity to build efficacy data to support “form-function” claims around primary uses of CBD (e.g., anxiety, sleep, pain management, etc.)
- Socati capabilities solve for market need for consumer trust, supply chain transparency, product consistency, and safety standards





BROAD SPECTRUM EXTRACT

- High purity
- Non-detectable THC
- **Targeted minor cannabinoid ratios**
- Excellent taste profile



WATER SOLUBLE BROAD SPECTRUM

- Industry leading purity
- Non-detectable THC
- Micro-encapsulation or derivative formula
- **Fully water dispersible**
- **Non-cloudy**



ORGANIC INGREDIENTS

Socati possesses the expertise, facilities and partnerships required to make USDA Organic label claims available:

- Organic processing techniques
- **USDA certification for THC-free ingredients**
- Organic label claims consultation



EUROPE



Blossom *Born in Switzerland*

- Proprietary NIOSOME CBD technology
- eCommerce activation
- Six topical products targeting beauty and body
- Dozen more formulations ready for launch

MYO Plant Nutrition *Performance Nutrition*

- Clean, functional, plant-based CBD and non-CBD formulations
- Brand Theme: Repair, Rebuild, Reset, Rebalance
- eCommerce activation
- Retail listings in Selfridges and Holland & Barrett in the UK



Yooma acquired these brands in early 2021



What The Hemp *Hemp Based Snacks*

- Plant based clean nutrition
- Organic, vegan & delicious snacks
- 100% made in France using 100% French hemp
- 100% Organic
- Retails in 130 Monoprix stores
- eCommerce activation

Hello Joya *Hemp Based Food & Snacks*

- Product line up includes cookies, spreads, pasta, puffs, bars, granola, oils and teas
- eCommerce activation
- Retail listings in over 150 independent French retailers

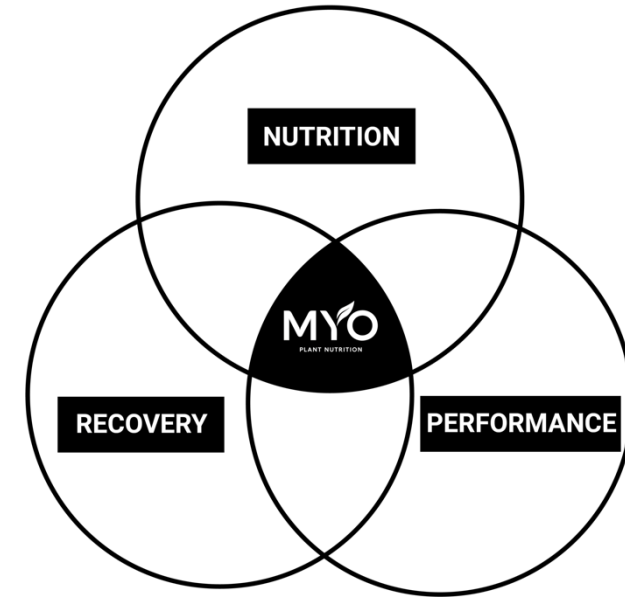




Filter by:

Sort By: Relevance | Showing: All | of 6 products

<p>Category</p> <ul style="list-style-type: none"> <input type="checkbox"/> New In (4) <input type="checkbox"/> New In: Sports Nutrition (4) <input type="checkbox"/> Protein (4) <input type="checkbox"/> Sports Nutrition Shop All (4) <input type="checkbox"/> Vegan Protein (4) <input type="checkbox"/> Hair Growth (2) <input type="checkbox"/> Hair, Skin & Nails (2) <input type="checkbox"/> Supplements (2) <p>Show More...</p> <p>Brand</p> <p>Promotion</p>	<p>MYO Plant Nutrition Vegan Protein Supplement Caramel 500g £22.00 £4.40/100 g</p> <p>MYO Plant Nutrition Vegan Protein Supplement Chocolate 500g £22.00 £4.40/100 g</p> <p>MYO Plant Nutrition Vegan Protein Supplement Vanilla 500g £22.00 £4.40/100 g</p> <p>MYO Plant Nutrition Vegan Protein Supplement Gingerbread 500g £22.00 £4.40/100 g</p>
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CURRENT DISTRIBUTION

PREMIUM // EVERYDAY PREMIUM // HEALTH FOOD // PHARMACY // GROCER

CBD food products from the MYO Plant Nutrition brand have been added to the U.K. Food Standard Agency's novel foods list.

YOOMA

Hello Joya and What the Hemp (France)



Hello-Joya : The 1st complete range of CBD & hemp-based products to take care of you from breakfast to your evening tea

WHAT THE HEMP!

What The Hemp! : Bars, cookies, bites and teas.... healthy and tasty snacks completely « hemped » for young urban people with no complexes!



CURRENT RETAIL & ONLINE DISTRIBUTION
PREMIUM // EVERYDAY PREMIUM // HEALTH FOOD

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YOOMA

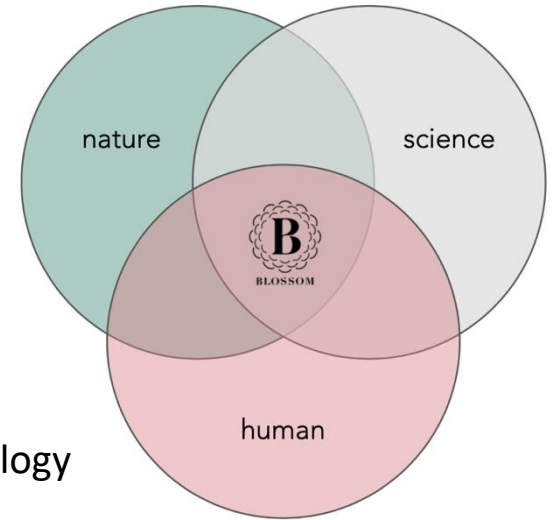


Blossom Premium CBD Wellness (Switzerland)



BLOSSOM

An innovative, premium range of beauty and wellness products formulated with proprietary CBD Niosome technology for optimized absorption of the CBD into the skin, as well as other active botanical ingredients to help keep your skin healthy and hydrated.



Medical Grade CBD ● Clean Beauty Ingredients ● State-of-the-Art Niosome CBD Technology



Brand and Product Line
Re-Launch Q3 2021

JAPAN AND CHINA

MARKET OPPORTUNITY

- CBD has experienced substantial growth and acceptance throughout Japan
- Many retailers throughout Tokyo are selling CBD products, including high-end department stores, discount stores, cafes, vape shops, pharmacies and CBD specialty stores
- CBD products from celebrities and brands are getting attention from the masses
- Companies are quickly diversifying beyond oils to create CBD products that cater to the Japan market including CBD energy drink, CBD bottled coffee, CBD shampoo and CD toothpaste

CURRENT OPERATIONS

- Yooma has commenced the sale of various wellness products in Japan
- Yooma's customer's sales channels include all the major home shopping networks in Japan and eCommerce through Yahoo Japan, Rakuten and shop-v
- Opportunity for Yooma to sell its branded CBD and other wellness products including skincare and beauty items through these sales channels



HISTORICAL OPERATIONS

- Yooma previously entered into exclusive distribution agreements with several US and Australian wellness brands with a focus on topicals which includes beauty and skincare products and included CBD, general wellness and hemp seed oil products
- Yooma was onboarded and operating on several Alibaba global platforms, including Tmall Global flagship stores and Tmall overseas fulfillment, and in fact was one of the first Asian wellness companies to sell hemp seed oil and CBD on these platforms to consumers in China
- Yooma also achieved sales of partner brand through a Hong Kong multi-store luxury beauty retailer

REGULATORY CHANGE IN CHINA

- On March 29, 2021, the China National Institute for Food and Drug Control released an announcement inviting comments and suggestions from industry participants on a proposal to list cannabis sativa and CBD as prohibited components of cosmetics. As a result of this announcement, Tmall Global updated the platform regulations for the sale of CBD products, adding additional labelling standards and testing requirements. More significantly, the platforms have restricted promotion and marketing efforts for CBD products, including key word and traffic generating tools, platform events and live streams
- On May 28, 2021, the National Medical Products Administration confirmed that cannabidiol (CBD) was added to the List of Prohibited Use Cosmetic Ingredients
- Yooma continues the sale of certain non-CBD wellness products in China while the Company continues to evaluate its operations in China

Rights of Action

In certain circumstances, purchasers resident in certain provinces of Canada, are provided with a remedy for rescission or damages, or both, in addition to any other right they may have at law, where an offering memorandum (such as this document) and any amendment to it contains a misrepresentation. Where used herein, “misrepresentation” means an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make any statement not misleading in light of the circumstances in which it was made. These remedies, or notice with respect to these remedies, must be exercised or delivered, as the case may be, by the purchaser within the time limits prescribed by applicable securities legislation.

The following summary is subject to the express provisions of the applicable securities laws, regulations and rules, and reference is made thereto for the complete text of such provisions. Such provisions may contain limitations and statutory defences not described here on which Yooma Wellness Inc. (the “**Company**”) and other applicable parties may rely. Purchasers should refer to the applicable provisions of the securities legislation of their province for the particulars of these rights or consult with a legal adviser.

The following is a summary of rights of rescission or damages, or both, available to purchasers resident in the province of Ontario, New Brunswick, Nova Scotia and Saskatchewan. If there is a misrepresentation herein and you are a purchaser under securities legislation in Ontario, New Brunswick, Nova Scotia and Saskatchewan you have, without regard to whether you relied upon the misrepresentation, a statutory right of action for damages, or while still the owner of the securities, for rescission against the Company. This statutory right of action is subject to the following: (a) if you elect to exercise the right of action for rescission, you will have no right of action for damages against the Company; (b) except with respect to purchasers resident in Nova Scotia, no action shall be commenced to enforce a right of action for rescission after 180 days from the date of the transaction that gave rise to the cause of action; (c) no action shall be commenced to enforce a right of action for damages after the earlier of (i) 180 days (with respect to purchasers resident in Ontario) or one year (with respect to purchasers resident in Saskatchewan and New Brunswick) after you first had knowledge of the facts giving rise to the cause of action and (ii) three years (with respect to purchasers resident in Ontario) or six years (with respect to purchasers resident in Saskatchewan and New Brunswick) after the date of the transaction that gave rise to the cause of action; (d) with respect to purchasers resident in Nova Scotia, no action shall be commenced to enforce a right of action for rescission or damages after 120 days from the date on which payment for the securities was made by you; (e) the Company will not be liable if it proves that you purchased the securities with knowledge of the misrepresentation; (f) in the case of an action for damages, the Company will not be liable for all or any portion of the damages that it proves do not represent the depreciation in value of the securities as a result of the misrepresentations; and (g) in no case will the amount recoverable in such action exceed the price at which the securities were sold to you. The foregoing is a summary only and is subject to the express provisions of the Securities Act (Ontario), the Securities Act (New Brunswick), the Securities Act (Nova Scotia) and the Securities Act (Saskatchewan), and the rules, regulations and other instruments thereunder, and reference is made to the complete text of such provisions contained therein. Such provisions may contain limitations and statutory defences on which the Company may rely.

Notwithstanding that the Securities Act (British Columbia), the Securities Act (Alberta), and the Securities Act (Québec) do not provide, or require the Company to provide, to purchasers resident in these jurisdictions any rights of action in circumstances where this document or an amendment hereto contains a misrepresentation, the Company hereby grants to such purchasers contractual rights of action that are equivalent to the statutory rights of action set forth above with respect to purchasers resident in Ontario.

In Manitoba, the Securities Act (Manitoba), in Newfoundland and Labrador the Securities Act (Newfoundland and Labrador), in Prince Edward Island the Securities Act (PEI), in Yukon, the Securities Act (Yukon), in Nunavut, the Securities Act (Nunavut) and in the Northwest Territories, the Securities Act (Northwest Territories) provide a statutory right of action for damages or rescission to purchasers resident in Manitoba, Newfoundland, PEI, Yukon, Nunavut and Northwest Territories respectively, in circumstances where this document or an amendment hereto contains a misrepresentation, which rights are similar, but not identical, to the rights available to Ontario purchasers.

The statutory right of action described above is in addition to and without derogation from any other right or remedy at law.

Risk Factors

Overview

The Company's business consists of the manufacturing, marketing, distribution, and sale of wellness products including hemp seed oil and hemp-derived and cannabinoid (CBD) ingredients in China, Japan, the United Kingdom, Europe and the United States and is subject to certain risks. The risks incorporated into this document by reference are not the only risks facing the Company and other risks now unknown to the Company may arise, or risks now thought to be immaterial may become material. No guarantee is provided that other factors will not affect the Company in the future. Many of these risks are beyond the control of the Company.

Risk Factors Incorporated by Reference

A discussion of risks applicable to the business and industry of the Company is included in the joint management information circular of Yooma Corp. and Globalive Technology Inc. dated December 21, 2020 (the "**Circular**") under the headings "Risks related to the Business and Industry of the Resulting Issuer" and "Risks Related to the Regulatory Environment", which sections are incorporated herein by reference. The Circular is available on SEDAR at www.sedar.com.