

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

**Item 1          Name and Address of Company**

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

**Item 2          Date of Material Change**

May 5, 2023.

**Item 3          News Release**

The news release was issued and disseminated on May 8, 2023 and subsequently filed on SEDAR.

**Item 4          Summary of Material Change**

The Company was issued a failure-to-file cease trade order ("CTO") by the Ontario Securities Commission (the "OSC") by virtue of not filing the periodic disclosure documents (the "Annual Filings") by the filing deadline of May 1, 2023: (i) annual audited financial statements for the year ended December 31, 2022; (ii) management's discussion and analysis for the year ended December 31, 2022; and (iii) CEO and CFO certifications of the annual filings for the year ended December 31, 2022.

**Item 5          Full Description of Material Change**

*5.1      Full Description of Material Change*

The Company is working diligently and expeditiously with its auditors to complete the Annual Filings as soon as possible, and anticipates a revocation of the CTO to occur within a few days after the Annual Filings are made.

Despite the CTO, a beneficial security holder of the Company who is not, and was not at the date of the CTO, an insider or control person of the Company, may sell securities of the Company acquired before the date of the CTO if: (a) the sale is made through a "foreign organized regulated market", as defined in section 1.1 of the Universal Market Integrity Rules of the Investment Industry Regulatory Organization of Canada; and (b) the sale is made through an investment dealer registered in a jurisdiction of Canada in accordance with applicable securities legislation.

A copy of the CTO is posted on the OSC website, and additional details about the CTO are as set out in the Company's press releases dated April 21, 2023 and May 8, 2023. Holders of the Company's securities are urged to consult with their own investment advisors or legal counsel about the implications of the CTO.

The Company confirms that there are no insolvency proceedings against it as of May 8, 2023. The Company also confirms that there is no other material information concerning the affairs of the Company that has not been generally disclosed as of May 8, 2023.

*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  
Chief Executive Officer  
(512) 823-1678

**Item 9            Date of Report**

May 9, 2023