

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities)**

Name of Listed Issuer:

Symbol(s):

Yooma Wellness Inc. (the "Issuer").

YOOM

Date: September 20, 2021 Is this an updating or amending Notice: ☐ Yes ☒ No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Issuance: 97,497,707

Pricing

Date of news release announcing proposed issuance: September 20, 2021 or

Date of confidential request for price protection: _____

Closing Market Price on Day Preceding the news release: \$0.96 or

Day preceding request for price protection: _____

Closing

Number of securities to be issued: 1,729,599

Issued and outstanding securities following issuance: 99,227,306

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to listings@thecse.com with an appendix that includes the information in Table 1B for ALL places.

Part 1. Private Placement

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
Total number of purchasers:			
Total dollar value of distribution in all jurisdictions:			

Table 1B – Related Persons

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) (CDN\$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date ⁽¹⁾	Describe relationship to Issuer ⁽²⁾

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

- Total amount of funds to be raised: _____.
- Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. _____.

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3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: _____
_____ .
4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities.
5. Description of securities to be issued:
- (a) Class _____ .
 - (b) Number _____ .
 - (c) Price per security _____ .
 - (d) Voting rights _____ .
6. Provide the following information if warrants, (options) or other convertible securities are to be issued:
- (a) Number _____ .
 - (b) Number of securities eligible to be purchased on exercise of warrants (or options) _____
_____ .
 - (c) Exercise price _____ .
 - (d) Expiry date _____ .
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount _____ .
 - (b) Maturity date _____ .
 - (c) Interest rate _____ .
 - (d) Conversion terms _____ .
 - (e) Default provisions _____ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a

corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): ____ .

(b) Cash _____ .

(c) Securities _____ .

(d) Other _____ .

(e) Expiry date of any options, warrants etc. _____ .

(f) Exercise price of any options, warrants etc. _____ .

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship _____

_____ .

10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).

_____ .

11. State whether the private placement will result in a change of control.

_____ .

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. _____

_____ .

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities.

Part 2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

The Issuer intends to acquire all of the issued and outstanding securities of Big Swig, Inc. (“**Big Swig**”), a seller of sparkling water beverages based in the United States. The proposed transaction values Big Swig at US\$2,500,000 less anticipated liabilities on closing of approximately US\$1,125,000 (including US\$375,000 advanced by the Issuer).

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material:

The acquisition will be completed pursuant to a merger agreement between the Issuer, Yooma Acquisition II Inc. (“**YAI**”), and Big Swig dated September 20, 2021 (the “**Merger Agreement**”). The purpose of the transaction is to pursue synergies and the potential for vertical integration between Big Swig’s sparkling water beverage business and the Issuer’s growing global wellness platform.

On the terms and conditions set out in the Merger Agreement, YAI, a wholly-owned subsidiary of the Issuer, will be merged with Big Swig (the “**Merger**”), with Big Swig surviving as the go-forward entity. On completion of the Merger, Big Swig will be a wholly-owned subsidiary of the Issuer and the former shareholders of Big Swig, who are unrelated to the Issuer and its affiliates, will receive up to 1,729,599 common shares of the Issuer (the “**Consideration Shares**”) at a price of US\$0.795/share (CAD\$1.01/share), subject to adjustment on closing based on the debt and short-term working capital in Big Swig.

The Consideration Shares will be subject to a standard four month plus one day resale restriction under applicable securities laws, as well as a 24-month contractual lock-up, with 25% of the Consideration Shares being released every 6 months. In addition, 10% of the Consideration Shares will be subject to a 24-month escrow indemnity holdback, which will allow them to be accessed to satisfy the indemnity obligations of the parties under the Merger agreement.

The Merger is presently scheduled to be completed between September 27, 2021 and September 30, 2021, subject to the satisfaction of certain closing conditions which include: the representations and warranties of the parties remaining accurate through to the date of closing, the compliance of the

parties in all material respects with their obligations under the Merger Agreement, no material adverse effect having occurred in either party, the approval of the Big Swig shareholders to the Merger, Big Swig maintaining agreed-upon levels of debt and short-term working capital through to the closing date, and the delivery of ancillary documents which include shareholder representation letters, employment agreements, non-competition and non-solicitation agreements and confidentiality agreements

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

(a) Total aggregate consideration in Canadian dollars:

CAD\$2,226,175

(b) Cash:

\$477,037.50 (advanced by the Issuer in anticipation of completion of the Merger).

(c) Securities (including options, warrants etc.) and dollar value:

Up to 1,729,599 common shares of the Issuer at a price of CAD\$1.012/share, for aggregate consideration of up to \$1,749,137.50.

(d) Other:

N/A

(e) Expiry date of options, warrants, etc. if any: N/A .

(f) Exercise price of options, warrants, etc. if any: N/A .

(g) Work commitments: N/A .

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

The sale price was negotiated through an arm's length negotiation between the parties and, following legal and financial due diligence, was reviewed, recommended and approved by the board of directors of the Issuer.

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: N/A

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
Shareholder 1	610,840	\$1.012	N/A	OSC Rule 72-503, s. 2.3	0	N/A
Shareholder 2	610,840	\$1.012	N/A	OSC Rule 72-503, s. 2.3	0	N/A
Shareholder 3	411,653	\$1.012	N/A	OSC Rule 72-503, s. 2.3	0	N/A
Shareholder 4	40,736	\$1.012	N/A	OSC Rule 72-503, s. 2.3	0	N/A
Shareholder 5	40,736	\$1.012	N/A	OSC Rule 72-503, s. 2.3	0	N/A
Shareholder 6	14,754	\$1.012	N/A	OSC Rule 72-503, s. 2.3	0	N/A

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

The Issuer has conducted legal and financial due diligence on Big Swig and has obtained representations and warranties from Big Swig, backed by indemnities from the shareholders of Big Swig and secured by an escrow indemnity holdback of 10% of the Consideration Shares, with respect to the business and the assets to be acquired. The Issuer has also obtained other customary documentation and assurances as are typical for a transaction of this nature.

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):

- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and if a

corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A.

- (b) Cash N/A .
- (c) Securities N/A .
- (d) Other N/A .
- (e) Expiry date of any options, warrants etc. N/A .
- (f) Exercise price of any options, warrants etc. N/A .

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. N/A

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A

Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. the Issuer has obtained the express written consent of each applicable individual to:
 - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
 - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated September 20, 2021.

Jordan Greenberg
Name of Director or Senior
Officer

(Signed) "Jordan Greenberg"
Signature

Chief Executive Officer
Official Capacity

Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, “CSE or the “Exchange”) collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange’s obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.