

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: March 22, 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: 52,219,869

Pricing

Date of news release announcing proposed issuance: March 22, 2021 or

Date of confidential request for price protection: _____

Closing Market Price on Day Preceding the news release: 1.35 or

Day preceding request for price protection: _____

Closing

Number of securities to be issued: 23,320,894

Issued and outstanding securities following issuance: 75,540,763

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 placeses.

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 relationships 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. _____ .

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 is acquiring Socati Corp. (“Socati”), a U.S. based processor of THC-free hemp extracts and ingredients for use in cannabinoid products, for aggregate consideration of US\$25,000,000, to be paid through an issuance of common shares of 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 is pursuant to a merger agreement between the Issuer, Yooma Acquisition Inc. and Socati dated March 19, 2021 (the “**Merger Agreement**”). The purpose of the transaction is to pursue synergies and the potential for vertical integration between Socati’s THC-free hemp extract and ingredient processing capabilities and the Issuer’s business of marketing, selling and distributing wellness products. It is anticipated that the transaction will allow Yooma to expand its business to include new THC-free cannabinoid wellness products, reduce the cost to the Issuer of obtaining key ingredients for its products, expand the Issuer’s geographic footprint and that certain Socati-owned technologies and production facilities may provide other branding and market advantages.

On the terms and conditions set out in the Merger Agreement, Socati merged with Yooma Acquisition Inc., a wholly-owned subsidiary of the Issuer, on March 19, 2021 and the common shares of Socati were exchanged for a right to receive common shares of the Issuer upon delivery of share certificates and other required documentation. The aggregate consideration payable by the Issuer for Socati is US\$ 25,000,000, which will result in the issuance of 23,320,894 common shares of the Issuer at a deemed price per common share of the Issuer of CAD\$1.34 and an effective exchange rate of \$1.00US per \$1.25CAD. With the exception of 928,512 shares, the Issuer shares are subject to (a) an 18-month contractual lock-up period with one-third of the shares releasing 6 months from closing, one-third of the shares releasing 12 months from closing and one-third of the shares releasing 18 months from closing; and (b) a 12-month escrow indemnity holdback for 10% of the Issuer shares, which allows them to be accessed to satisfy the indemnity obligations of the parties under the Merger Agreement.

The Issuer and Socati are considered related parties for the purposes of applicable securities laws. Lorne Abony is the Chairman of the Issuer and the

Chairman of Socati, and was the direct or indirect owner of more than 10% of the shares of Socati. The Merger did not have a material impact on his ownership of the Issuer. Anthony Lacavera is a director and holder of 10% of the shares of the Issuer and is also the holder of more than 0.5% of the shares of Socati, as well as certain convertible instruments of Socati. The Merger decreased his ownership of the Issuer from 10% to approximately 7.6%. Two other directors of the Issuer, Jordan Greenberg and Antonio Costanzo, held minor interests in Socati that were not considered material and the Merger did not materially impact their ownership of Yooma.

Notwithstanding any related party interests, the Merger Agreement treated all Socati shares or other Socati securities owned by related parties in the same manner as unrelated parties and the Issuer has not conferred any collateral benefits or entered into collateral agreements with any of the related parties or their affiliated entities in respect of the Merger

Given the related party interests of certain Directors of the Issuer, the Issuer formed a special committee to consider the proposed acquisition on February 26, 2021, consisting of Michael Young, Antonio Costanzo and Jordan Greenberg, none of whom had a material interest in Socati or the transaction. The special committee supervised the negotiation of the Merger Agreement through regular briefings from management and input from the Issuer's legal counsel, and by receiving, reviewing and holding regular meetings to discuss and make recommendations in respect of all material drafts of the Merger Agreement. Based on a review of available financial information, legal due diligence and potential alternative transactions, and having regard to the attributes of Socati that make it a unique acquisition opportunity for the Issuer, including its geographic footprint and the potential for significant vertical integration with the Issuer's existing wellness products portfolio, the special committee unanimously recommended the Merger Agreement for approval. The board of directors of the Issuer also approved the transaction, with all directors having a material interest in Socati declaring their interest and abstaining from the vote.

The Issuer did not obtain and was not aware of any formal valuation reports in respect of Socati in the last 24-month period, The Issuer is relying on the exemptions in Section 5.5(a) and 5.7(1)(a) of Multilateral Instrument 61-101 ("MI 61-101") in respect of the formal valuation and majority-of-the-minority approval requirements of MI 61-101, on the basis that none of the related parties to the transaction were "interested parties" as that term is defined in MI 61-101 at the time the transaction was completed.

The concurrent signing and closing of the transaction did not allow for the filing of a material change report in connection with the transaction 21 days prior to the closing of the transaction. The Issuer and Socati determined that an abridged acquisition schedule was necessary in order to limit the costs associated with the transaction and to address certain short-term working

capital needs of Socati, which could otherwise have negatively impacted on the value of the acquisition. The Issuer has completed extensive due diligence on Socati and is satisfied that the benefits of completing the Transaction as soon as possible will be material and in the best interest of the shareholders of both entities.

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: \$31,250,000

(b) Cash: \$0 .

(c) Securities (including options, warrants etc.) and dollar value: the consideration will be satisfied by the issuance of 23,320,894 common shares of the Issuer valued in aggregate at \$31,250,000 based on a share price of \$1.34/share and an exchange rate of \$1.25 CAD to \$1.00 USD.

(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 was reviewed, recommended and approved by a special committee consisting of independent directors of the Issuer, who advised the Issuer they had no material interest in Socati or the underlying acquisition.

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 ⁽²⁾	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⁾
2224437 Ontario Inc.	172,357	\$1.340	N/A	2.12	0	N/A
2464344 Ontario Inc.	2,123,533	\$1.340	N/A	2.12	0	N/A
2748042 Ontario Inc.	344,713	\$1.340	N/A	2.12	0	N/A
2JG Investments Ltd.	237,786	\$1.340	N/A	2.12	0	N/A
AAL Portfolio Corp. Insider: Anthony Lacavera	508,419	\$1.340	N/A	2.12	0 Insider: 5,217,695	Anthony Lacavera is a Director and >10% shareholder of the Issuer
Abony Enterprises Limited Partnership Insider: Lorne Abony	736,820	\$1.340	N/A	2.12	1,026,048 Insider: 3,335,456	Lorne Abony is a Director of the Issuer
Abony, Rhonda	1,637,388	\$1.340	N/A	2.12	0	N/A
Anderson, Sarah	15,505	\$1.340	N/A	2.12	0	N/A
Anne & Bud Oil & Gas Vested, LLC	87,014	\$1.340	N/A	2.12	0	N/A
Archos, George	75,814	\$1.340	N/A	2.12	0	N/A
Atlas St Ventures Fund III, LP	775,273	\$1.340	N/A	2.12	0	N/A
Ball, Eric	15,684	\$1.340	N/A	2.12	0	N/A

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Barghian, Mehrdad	689,426	\$1.340	N/A	2.12	0	N/A
Bedrud Holdings, Inc.	1,705,601	\$1.340	N/A	2.12	0	N/A
Bohane, Adrian Maher	34,471	\$1.340	N/A	2.12	0	N/A
Capit Investment Corp	54,276	\$1.340	N/A	2.12	0	N/A
Capri Media Group	172,357	\$1.340	N/A	2.12	0	N/A
Cooper, Michael	151,627	\$1.340	N/A	2.12	0	N/A
Costanzo, Antonio	82,718	\$1.340	N/A	2.12	0	Antonio Costanzo is a Director of the Issuer
Cresco Capital Partners II, LLC	38,764	\$1.340	N/A	2.12	0	N/A
Daviau, Dan	129,267	\$1.340	N/A	2.12	0	N/A
Denali 2018, LLC	1,101,020	\$1.340	N/A	2.12	0	N/A
Dim, William Edward	8,186	\$1.340	N/A	2.12	0	N/A
DuBois, Yvonne	54,276	\$1.340	N/A	2.12	0	N/A
Edsel, James H.	144,753	\$1.340	N/A	2.12	0	N/A
Edward F. Lonergan and Laura Hutchinson-Lonergan Revocable Trust of 2012	54,269	\$1.340	N/A	2.12	0	N/A
Elfenbein, Mark	73,252	\$1.340	N/A	2.12	0	N/A
Epstein, Joshua	589,331	\$1.340	N/A	2.12	0	N/A
Expoworld Ltd.	430,891	\$1.340	N/A	2.12	0	N/A

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Feurman, Jason	6,894	\$1.340	N/A	2.12	0	N/A
Fischer, Steven	11,629	\$1.340	N/A	2.12	0	N/A
Geddes, Benjamin	10,855	\$1.340	N/A	2.12	0	N/A
Geddes, Oliver	10,855	\$1.340	N/A	2.12	0	N/A
Gimbel Family Trust Dated 9/11/08	7,753	\$1.340	N/A	2.12	0	N/A
Greenberg, Jordan	17,056	\$1.340	N/A	2.12	502,560	Jordan Greenberg is a Director and Officer of the Issuer
Gundy Co In Trust For Arlene Dickinson	15,505	\$1.340	N/A	2.12	0	N/A
Harrison 3, LLC	27,135	\$1.340	N/A	2.12	0	N/A
Impact Venture Capital I, L.P.	38,763	\$1.340	N/A	2.12	0	N/A
JH Kelly, LLC	228,885	\$1.340	N/A	2.12	0	N/A
JJR Private Capital GP II Inc. in Trust	77,527	\$1.340	N/A	2.12	0	N/A
Johnston, Kyndall	17,236	\$1.340	N/A	2.12	0	N/A
Kelley, Brad	73,252	\$1.340	N/A	2.12	0	N/A
Kestrel Capital Investment Corp.	87,014	\$1.340	N/A	2.12	0	N/A
Lacavera, Catherine	86,178	\$1.340	N/A	2.12	0	N/A
Lande, John	6,894	\$1.340	N/A	2.12	0	N/A

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Lapham, Andrew	119,751	\$1.340	N/A	2.12	0	N/A
Lapid US Investments LLC	46,515	\$1.340	N/A	2.12	0	N/A
LOSC Holdings, LLC	608,991	\$1.340	N/A	2.12	0	N/A
Manis, Howard	60,325	\$1.340	N/A	2.12	0	N/A
Manis, Robert	86,178	\$1.340	N/A	2.12	0	N/A
Masanto, Christopher	31,011	\$1.340	N/A	2.12	0	N/A
Masters, Elena	74,263	\$1.340	N/A	2.12	0	N/A
MBD Properties LLC	104,246	\$1.340	N/A	2.12	0	N/A
Meadow Living Trust	21,796	\$1.340	N/A	2.12	0	N/A
Mellon, James	108,552	\$1.340	N/A	2.12	0	N/A
Munk, Anthony	151,627	\$1.340	N/A	2.12	0	N/A
Nosova, Yulia	3,101	\$1.340	N/A	2.12	0	N/A
Packard, Christopher	24,988	\$1.340	N/A	2.12	0	N/A
Packard, Elizabeth	3,102	\$1.340	N/A	2.12	0	N/A
Paes-Braga, Brian	54,276	\$1.340	N/A	2.12	0	N/A
Portmann, Hannes	10,855	\$1.340	N/A	2.12	0	N/A
Rak, Brady	51,707	\$1.340	N/A	2.12	0	N/A
RandyCohen LLC	62,022	\$1.340	N/A	2.12	0	N/A

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September 2018

Rapuch, Rubin	21,796	\$1.340	N/A	2.12	0	N/A
Reynolds, Adam	10,855	\$1.340	N/A	2.12	0	N/A
Rockview Capital, Inc	2,086,436	\$1.340	N/A	2.12	0	N/A
ROF Holdings LLC	74,965	\$1.340	N/A	2.12	0	N/A
Rosenthal, Aaron	3,447	\$1.340	N/A	2.12	0	N/A
Saladino, Peter	2,275,170	\$1.340	N/A	2.12	0	N/A
Saunders, Chris	10,855	\$1.340	N/A	2.12	0	N/A
Schmidt, Valerie	43,089	\$1.340	N/A	2.12	0	N/A
Seder, Scott	57,909	\$1.340	N/A	2.12	0	N/A
Sirin Green, LLC	761,217	\$1.340	N/A	2.12	0	N/A
Stop 38 Investments, LLC	32,741	\$1.340	N/A	2.12	0	N/A
Sutterlin, Dr. Rusty	370,565	\$1.340	N/A	2.12	0	N/A
Taube, Brook	77,527	\$1.340	N/A	2.12	0	N/A
Taube, Seth	77,527	\$1.340	N/A	2.12	0	N/A
Taylor Capital, LLC	435,068	\$1.340	N/A	2.12	0	N/A
Tegen, Mark	370,565	\$1.340	N/A	2.12	0	N/A
Teterboro 2018, LLC Insider: Lorne Abony	715,487	\$1.340	N/A	2.12	1,026,048 Insider: 3,335,456	Lorne Abony is a Director of the Issuer

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The Jonathan M. Peacock Trust	108,551	\$1.340	N/A	2.12	0	N/A
Tribal Tat Ventures, LLC	56,688	\$1.340	N/A	2.12	0	N/A
Virga, Vince	77,527	\$1.340	N/A	2.12	0	N/A
Wallace, Aura	4,351	\$1.340	N/A	2.12	0	N/A
Webster, Victoria	5,428	\$1.340	N/A	2.12	0	N/A
Wolfe, Aaron	72,876	\$1.340	N/A	2.12	0	N/A
Woodburn SS Properties, LLC; Woodburn SG Properties, LLC; and Woodburn JR Properties, LLC	699,627	\$1.340	N/A	2.12	0	N/A
Yata I LLC	15,505	\$1.340	N/A	2.12	0	N/A
Zola Global Investors Ltd.	263,594	\$1.340	N/A	2.12	0	N/A

(1) Indicate if Related Person

(2) All shares are "Common Shares"

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: The Transaction was implemented through a merger, which provides certainty as to the cancellation of former Socati shares and the issuance of new shares to the Issuer of the post-merger entity. Release of the Issuer shares to the Socati security holders is also conditional on the receipt of certain required documentation, including Socati share certificates, a shareholder representation letter and an accredited investor certificate, if applicable. Issuer conducted extensive due diligence on Socati and the Issuer shares to be issued to the Socati shareholders in satisfaction of the purchase price are subject to a 10% escrow holdback to satisfy the indemnity obligations of Socati and its shareholders, and the Issuer has obtained standard representations and warranties from Socati with respect to the business and assets to be acquired.
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.):

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September 2018

- (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 March 22, 2021.

Jordan Greenberg

Name of Director or Senior
Officer

"Jordan Greenberg"

Signature

Director & President

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.