

10 August 2021

**Yooma Wellness Inc.  
("Yooma" or the "Company")**

**Application for Admission to the AQSE Growth Market**

**Yooma completes Dual-Listing**

Yooma (**CSE: YOOM**), a global vertically integrated wellness platform that develops and markets a portfolio of CBD and wellness brands, is pleased to announce that its entire issued share capital of 89,791,285 common shares of no par value ("Common Shares") will commence trading on the Aquis Stock Exchange Growth Market (AQSE Growth Market) at 8 am BST today ("Admission"). Shares will trade under the ticker YOOM. They will be dual-listed and continue to trade on the Canadian Securities Exchange ("CSE") under the ticker YOOM. The dual-listing is a market first for a North American cannabis company.

The Company will have a dual listing with its Common Shares fully fungible through a Depositary Interest ("DI"). The DIs will carry the same ISIN as the Common Shares listed in Canada on the CSE. The ISIN number is CA986615V1022.

**Placing**

Subject to Admission, the Company, together with its European deal coordinator, Chrystal Capital Partners LLP, has raised gross proceeds of US\$10,260,385 (the "Placing") (approximately £7,456,675 at the exchange rate then (the "Exchange Rate")) through the placing of 14,250,522 Common Shares ("Placing Shares"), at a price of C\$0.90 (approximately £0.5232 per share at the Exchange Rate) per share (the "Placing Price"). The Placing Price represented a discount of approximately 14% to the closing bid price of the Company's shares on the CSE on 23 July 2021 (the date when the Placing was first announced on the CSE). All placees have been granted a half warrant for each Placing Share subscribed for ("Warrants"), each Warrant is exercisable at a price of C\$1.35 (£0.7849 at the Exchange Rate) per Common Shares, and which expire on the 3rd anniversary of Admission. In aggregate the Company has granted investors a total of 7,125,261 Warrants to placees and in addition has granted 232,220 non-transferrable warrants at \$0.90/share with a two-year expiry to Chrystal Capital Partners LLP, a leading European cannabis corporate finance and investment house, which acted as advisor to the Company on the capital raise.

The placing marks the fourth largest raise on Aquis this year and the largest ever capital raise for a cannabis company on the Aquis exchange.

In addition to the Placing, the Company also granted a further single strategic investor ("Strategic Investor") an option to acquire 9,555,555 Common Shares at the Placing Price, that will raise £5 million gross for the Company ("Option"). The Option expires on 17 September 2021. Subject to exercise of the Option, the Strategic Investor will be granted Warrants on the same basis as the other placees. The Option was granted due to delays in the Strategic Investor setting up its proposed holding structure for the investment. The Company is however satisfied that due diligence has been completed by such party and the additional time will allow administrative arrangements to be completed prior to an investment of £5 million on the terms of the Placing.

Completion of this financing will allow Yooma to focus on building the world's largest CBD and wellness business. The Company will use the proceeds to finance the cash portion of several strategic acquisitions and for other general corporate purposes.

**Lorne Abony, Chairman of Yooma, said:** *"Yooma's listing on the AQSE provides us with a solid foundation on which to execute our growth strategy in the UK, Europe and beyond. Our strategic focus on value accretive acquisitions throughout the world will help to solidify Yooma's place as a global wellness leader."*

The fundraise attracted strong support from the UK's leading institutional cannabis investor, AIM-quoted investment company Seed Innovations Ltd., alongside other UK institutional investors, professional family offices and high-net-worth individuals.

### Company Information

The Company was admitted to trading on the Canadian Securities Exchange on 11 February 2021. Yooma's mission is to create a global vertically-integrated leader in the manufacturing, marketing, distribution and sale of wellness products including hemp seed oil and hemp-derived and cannabinoid CBD ingredients.

### Recent Developments

**On 13 July 2020**, Yooma entered into a binding letter of intent to complete a reverse takeover of Globalive Technology Inc. ("GTI"), based on a relative valuation of US\$25,000,000 for Yooma and a relative valuation for GTI equal to its cash and cash equivalents on closing (approximately US\$4,500,000, inclusive of cash and a note receivable, net of transaction fees) plus US\$500,000. The reverse takeover transaction was completed on 10 February 2021, and Yooma's shares began trading on the CSE on 11 February 2021.

**On 11 March 2021**, Yooma completed a transaction to acquire the wellness brands of EMMAC Life Sciences Group, including Blossom (Swiss CBD skincare brand), MYO (UK nutraceutical brand focused on sports nutrition), and Hello Joya and What the Hemp (France based hemp-protein snack brands). Yooma issued 7,459,981 shares to EMMAC Life Sciences Limited at a price of CAD \$1.38, valuing the transaction at US\$8,106,000.

**On 19 March 2021**, Yooma completed a transaction to acquire Socati Corp., a leading processor of THC-free broad-spectrum hemp extracts and ingredients for use in CBD products. Socati Corp. is a U.S. based manufacturer and seller of premium-quality cannabinoid ingredients and consumer products. In total, the consideration paid by Yooma in connection with the Merger amounted to US\$25,000,000, which was satisfied by the issuance of 23,320,894 common shares of Yooma at a price of CAD\$1.34.

**On 18 June 2021**, Yooma announced that it was discontinuing its operations in China, effective immediately. The decision came after China's National Medical Products Administration (NMPA) added CBD to its "List of Prohibited Use Cosmetic Ingredients" on 28 May 2021. As a result of this announcement, a number of online marketplaces, including those which Yooma had historically relied on to distribute its CBD wellness products, have restricted promotion and marketing efforts for CBD products.

Despite the shut-down of the Company's mainland China sales activities, the acquisition of Socati and the EMMAC brands expands Yooma's geographic footprint into the United States and Europe,

and the Company is focused on growth through both the completion of strategic acquisitions and continued organic growth. The Socati acquisition also provides vertical integration opportunities with the ability to manufacture functional ingredients to use in its growing portfolio of cannabinoid and hemp-derived wellness products. This vertical integration and diverse geographic footprint offer distinct advantages over Yooma's competitors, providing a platform uniquely positioned to capitalize on organic growth and acquisition opportunities as they arise.

### **Details of Directors**

The full names of the Directors of the Company and positions are as follows:

#### **Lorne Abony, Chairman**

Lorne Abony is the former CEO and co-founder of Nuuvera Corp. ("Nuuvera"), a Canadian cannabis company listed on the TSXV which was then sold to Aphria Inc. ("Aphria") in 2018. Prior to Nuuvera, he was CEO of Mood Media Corporation ("Mood"), the world's largest in-store media company. As CEO, Mr. Abony oversaw a public company listed on both the Toronto and London Stock Exchanges. Under his leadership Mood grew to offices in 47 countries, over 3,300 employees and annual revenue in excess of \$500 million. Prior to Mood, Mr. Abony was a co-founder of FUN Technologies, an AIM and TSX listed company, which he sold in 2006 to Liberty Media for \$484 million.

Mr. Abony has significant capital markets experience having raised over \$1.5 billion through the public and private debt and equity markets. Mr. Abony was born and raised in Toronto. He received his undergraduate degree from McGill University and after graduating from the University of Windsor law school in 1994 with an LL.B and the University of Detroit Mercy with a J.D., he practiced corporate and securities law at a large Toronto law firm. Mr. Abony subsequently earned his MBA from Columbia Business School and embarked upon his successful and continuing entrepreneurial career. He was also featured on the successful CBS television series "Undercover Boss".

#### **Anthony Lacavera, Non-Executive Director**

Anthony Lacavera is a serial entrepreneur who has spent the last 20+ years disrupting the technology and telecom landscape and challenging the status quo. Mr. Lacavera founded the Globalive group of companies in 1998 and is perhaps best known as the founder and CEO of WIND Mobile ("WIND"). Mr. Lacavera grew WIND to become Canada's fourth largest wireless carrier before selling the company to Shaw Communications in 2016 for US\$1.3 billion. Currently, Mr. Lacavera serves as Chairman of Globalive Capital, Inc. ("GCI"), a Toronto-based investment company focusing on the telecommunications and technology sectors. GCI has made over 100 venture and private equity investments over the past 15 years.

As a venture capitalist, Mr. Lacavera has a significant stake in dozens of start-ups in Canada as well as the United States. As a mentor and investor, he is heavily involved in accelerators and incubators, including MaRS, Creative Destruction Lab, NEXT Canada and the DMZ at Ryerson University. Mr. Lacavera has done business in more than thirty countries, ranging from producing plays on Broadway to raising almost C\$2 billion in private capital. He is a regular television commentator and speaker on artificial intelligence, entrepreneurship and the telecommunications industry. He was educated at the University of Toronto.

#### **Antonio Costanzo, Non-Executive Director**

Antonio Costanzo is the co-founder and CEO of EMMAC, Europe's largest independent cannabis company. Mr. Costanzo is an experienced senior executive with a successful track record in public and private companies and in innovative, complex and highly regulated industries. Before co-founding EMMAC, Mr. Costanzo was instrumental in the successful development of Nuuvera, a

Canadian publicly listed cannabis company that was acquired by Aphria, in March 2018. Mr. Costanzo led the company's development in Europe, Africa and South America. Prior to focusing on the cannabis industry, Mr. Costanzo was Head of Public Policy and Government Relations at Uber in the key European markets. He formerly spent 10 years in the online gaming industry, at bwin, as Director of International Development and Regulatory Affairs, developing the group's activities across Europe. Mr. Costanzo also served for five years as vice-Chairman and board Director at ESSA – Sport Betting Integrity. He started his career in the media industry, at Eurosport, where he launched and managed the Italian market. Fluent in four languages, Mr. Costanzo has developed an extensive political and business network across Europe.

**Jordan Greenberg, CEO, Corporate Secretary and Director**

Mr. Greenberg brings over 20 years of financial management experience in both public and private companies in the manufacturing, distribution and agricultural sectors, most recently specializing in emerging industries. Mr. Greenberg currently serves as the CFO of Yooma. Prior to Yooma, he was the CFO of Cryptologic Corp. (CSE:CRY), a leading Canadian cryptocurrency mining operation. Mr. Greenberg was the CFO of Nuuvera. Nuuvera raised over \$100 million in equity financing to enable several cannabis-related acquisitions, both in Canada and in international markets. Nuuvera completed its go-public process through the reverse takeover of a publicly traded shell then achieved a successful exit through a plan of arrangement with Aphria.

Prior to Nuuvera, Mr. Greenberg spent two years as CFO of Dundee Agriculture, a wholly owned subsidiary of Dundee Corp. (TSX:DC.A), and twelve years as the CFO of Crawford Metal Corporation, a private operator of steel distribution centers in Canada and throughout the south-eastern United States. Mr. Greenberg holds a Bachelor of Commerce degree from the University of Toronto and earned his CPA designation while working with Ernst & Young in Toronto.

**Simon Dryan, Independent Non-Executive Director**

Simon brings over 35 years of diverse industry experience to the Board across investment banking, property family offices and most recently specialist insurance services. Simon previously headed the equity division of Rock Investments, a UK vehicle that targeted under-valued assets, taking strategic stakes in quoted companies and acting as an activist investor to seek greater shareholder participation and returns. Simon spent his earlier career in investment banking, accumulating 25 years of experience in global equity markets. At Merrill Lynch, Simon was a Director of European Equities, responsible for execution and risk management and P&L for a team of 150 traders. Simon also held senior positions at Smith NewCourt and Lehman Brothers.

**Sector Classification:**

The Company will be classified as a Pharmaceuticals and Biotechnology company on the Aquis Exchange Growth Market.

**Registered office and principal place of business:**

The Company's head office and primary place of business is located at 135 Yorkville Avenue, Suite 900, Toronto, ON M5R 0C7, Canada.

**Company website:**

<http://www.yooma.ca>

**Company Documents**

The Company Documents pertaining to the listing on the CSE can be found on SEDAR at <https://www.sedar.com/>.

**Admission to the Canadian Securities Exchange:**

The Company was admitted to trading on the CSE on 11 February 2021.

**Directors' Interests**

On admission, the interests of the Directors and their families (within the meaning set out in the Aquis Exchange Growth Market – Rules for Issuers) in the issued share capital of the Company, all of which are beneficial, and the existence of which is known or could, with reasonable diligence, be ascertained by that Director, are as follows:

Director	Number of Common Shares	Percentage of Common Shares
Lorne Abony	4,718,613	5.26%
Anthony Lacavera	5,127,134	5.71%
Antonio Costanzo	256,329	0.29%
Jordan Greenberg	519,616	0.58%
Simon Dryan	Nil	Nil

**Significant Shareholders**

Save as set out below, the Directors are not aware of any person who will, directly or indirectly, jointly or severally be interested in five per cent or more of the issued Common Shares at Admission:

Shareholder	Number of Common Shares	Percentage of Common Shares
Curaleaf (EMMAC)	7,459,981	8.31%
2464344 Ontario Inc.	6,343,953	7.07%

The percentage of securities in public hands (as defined in the AQSE Growth Market Access Rulebook) is approximately 73% per cent. The percentage of securities not in public hands is approximately 27% per cent.

The Common Shares are eligible for CREST settlement. There are no restrictions on the transfer of Common Shares, excepting as outlined in the paragraph below under “About the Depository Interests”.

This announcement, together with any documents incorporated by reference, shall be deemed to constitute an admission document for the purposes of the AQSE Growth Market

Rules for Issuers – Access. It has not been approved or reviewed by the Aquis Stock Exchange or the Financial Conduct Authority.

**City Code on Takeovers and Mergers**

The Company is not subject to the UK City Code on Takeovers and Mergers. The Company is a reporting issuer in the Provinces of Ontario, Alberta and British Columbia (the “Qualifying Jurisdictions”), with the securities regulatory authority in the province of Ontario acting as its principal regulator in connection with the listing of its Common Shares on the Canadian Securities Exchange. It is emphasised that although the Company will not be subject to regulation in the UK and the City Code on Takeovers and Mergers will not apply to the Company.

However, Canadian laws applicable to the Company provide for early warning disclosure requirements and for takeover bid rules for bids made to security holders in the Qualifying Jurisdictions.

In Canada, takeover bids are governed by applicable corporate and securities legislation in each province or territory in addition to policy and instruments implemented by Canadian Securities Administrators, which is an umbrella organisation of Canada's provincial and territorial securities regulators. Under the laws of the Qualifying Jurisdictions, when any person (an "offeror") acquires, except pursuant to a formal take-over bid, beneficial ownership of, or the power to exercise control or direction over, or securities convertible into, voting or equity securities of any class of a reporting issuer that, together with such offeror's securities of that class, would constitute 10 per cent or more of the outstanding securities of that class, the offeror must immediately issue and file a press release announcing the acquisition and file a report of such acquisition with the applicable securities regulatory authorities within two business days of the acquisition.

In Alberta, Ontario and British Columbia and other Canadian jurisdictions, a take-over bid is generally defined as an offer to acquire outstanding voting or equity securities of a class made to any holder in the jurisdiction of securities subject to the offer to acquire, if the securities subject to the offer to acquire, together with securities held by the offeror and any person acting jointly or in concert with the offeror, constitute in aggregate 20 per cent, or more of the outstanding securities of that class of securities at the date of the offer to acquire. Subject to limited exemptions, a takeover bid must generally be made to all holders of securities of the class that is subject to the bid who are in the jurisdiction and must allow such security holders 105 days to accept the bid unless otherwise agreed to by the board of the target company that a shorter timeframe shall apply. Unless exemptions are available, the offeror must deliver to the security holders a takeover bid circular which describes the terms of the take-over bid and the directors of the reporting issuer must deliver a directors' circular not later than 15 days after the date of the bid, either making or declining to make a recommendation to security holders to accept or reject the bid and the reasons for their making or not making a recommendation.

While provincial securities laws in Canada only regulate offers to residents of the particular province, the Canadian Securities Administrators have adopted a policy whereby provincial and territorial securities regulators may issue a cease trade order prohibiting the trading of the securities of a company if a takeover bid is not made to all Canadian security holders.

### **About the Depositary Interests**

The Depositary Interests will be independent securities constituted under English law and will be held on a register maintained by LINK Market Services Trustees Limited ("Depositary"). Depositary Interests will have the same ISIN as the underlying Common Shares and do not require a separate admission to AQSE.

Each Depositary Interest will be treated as one Common Share for the purposes of, for example, determining eligibility for dividend payments. Any payments received by the Depositary, as holder of the Common Shares, will be passed on to each Depositary Interest holder noted on the Depositary Interest register as the beneficial owner of the relevant Common Shares.

All Common Shares will remain listed on the CSE. Shareholders wishing to migrate their holdings of Common Shares between the CSE and AQSE and vice versa can do so by contacting the Depositary, save for certain restrictions during the four months following any fundraisings, pursuant to Canadian law as set out below.

Application is being made by the Depositary for Depositary Interests, which represent the underlying Common Shares, to be admitted to CREST following admission to AQSE.

The issuance of any fund raisings will be completed in reliance upon exemptions from the prospectus requirements of the securities legislation of the provinces and territories of Canada. Accordingly, certificates representing any fund raisings may include legends in accordance with applicable Canadian securities laws and regulatory policies, in addition to the CSE Rules, which shall state that unless permitted under securities legislation, the holder of such securities shall not trade them until the date that is four months and one day after the date of distribution thereof.

In addition, Odyssey Transfer Inc., the Company's transfer agent in Canada, will place a restriction on the Company's Common Shares issued and traded outside of Canada, such that such shares cannot be transferred through CREST to the Company's Canadian share register for a period of four months and one day from the completion of any fund raisings announced through a Regulatory Information Service provider.

Notwithstanding the imposition of such legends and restrictions, such trading restrictions in relation to any fund raisings will not restrict the settlement of trades in the form of Depositary Interests through CREST provided that certain conditions are satisfied in order for the Company to rely upon exemptions from the prospectus and registration requirements under applicable Canadian securities laws. In particular, each of the following conditions should be satisfied:

1. any common shares issued pursuant to a fund raising should not be sold to a purchaser resident in Canada;
2. any participant pursuant to a fund raising certifies that the participant is not a resident in Canada; and
3. the fund raising common shares issued will not be acquired with a view to reselling the common shares, for a period of four months and one day from completion of the fund raising, to a resident in Canada.

## **United Kingdom Income Tax**

### *Taxation of dividends*

#### *United Kingdom resident shareholders*

UK resident individuals are entitled to a £2,000 annual dividend allowance. Dividends received and not exceeding this allowance will not be subject to income tax, but will count towards the individual's total taxable income. Dividends received in excess of this allowance will be taxed at 7.5% up to the limit of the basic rate income tax band. Dividends received in excess of the basic tax income tax band will be taxed at 32.5% up to the limit of the higher rate income tax band. Where dividends are received in excess of the higher rate income tax band, then the excess will be taxed at 38.1% being at the additional rate of income tax.

Dividends received by the trustees of discretionary or accumulation trusts and not exceeding the first band will be taxed at 7.5%. The first band is established by taking £1,000 and dividing this amount by the number of settlements formed by the settlor in existence in that tax year up to a maximum of five. The minimum first band is £200. Any dividends received by such trusts in excess of the first band will be taxed at 38.1%. If the shareholder is in doubt as to the amount of the first band, then independent professional advice should be sought.

United Kingdom pension funds and charities are generally exempt from tax on dividends which they receive.

#### *Companies*

Subject to UK dividend exemption rules, a corporate Shareholder resident in the UK (for tax purposes) should generally not be subject to corporation tax or income tax on dividend payments received from the Company although withholding taxes may apply.

#### *Non-residents*

Non-UK resident shareholders may be liable to tax on the dividend income under the tax law of their jurisdiction of residence and should consult their own tax advisers in respect of their liabilities on dividend payments.

#### *Taxation of chargeable gains*

##### *United Kingdom resident shareholders*

A disposal of Ordinary Shares by a Shareholder, who is resident for tax purposes in the UK, will in general be subject to UK taxation on the chargeable gain arising on a disposal of Ordinary Shares.

UK resident individuals are entitled to an annual allowance to be deducted from any chargeable gain that would otherwise be taxable in the relevant tax year. The annual allowance for the tax year to 5 April 2022 is £12,300. Generally speaking, where the individual's taxable chargeable gains exceed the allowance, then these gains will be taxed at 10%, but only to the extent that the individual's taxable income and chargeable gains do not exceed the basic rate income tax band. Where the individual's taxable income and chargeable gains exceeds the basic rate income tax band and then the remaining chargeable gain will be taxed at 20%.

The trustees of discretionary or accumulation trusts may be able to claim an annual allowance being one-half of the allowance available to individuals. For the tax year ended 5 April 2022 the allowance is £6,150. As with the first band for income tax, the annual allowance for trusts is also split between trusts created by the same settlor in existence in that tax year, with a minimum allowance of £1,230. Independent professional advice should be sought before claiming this allowance. Where the allowance is claimed then chargeable gains in excess of this amount will be liable to tax at 20%. Where the allowance is not claimed then the whole chargeable gain will be liable to tax at 20%.

#### *Non-residents*

A Shareholder who is not resident in the UK for tax purposes, but who carries on a trade, profession or vocation in the UK through a permanent establishment (where the Shareholder is a company) or through a branch or agency (where the Shareholder is not a company) and has used, held or acquired the Ordinary Shares for the purposes of such trade, profession or vocation through such permanent establishment, branch or agency (as appropriate) will be subject to UK tax on capital gains on the disposal of Ordinary Shares.

In addition, any holders of Ordinary Shares who are individuals and who dispose of shares while they are temporarily non-resident (broadly being non-UK tax resident for fewer than five years) may be treated as disposing of them in the tax year in which they again become resident in the UK. Advice on the specific rules around temporary non-residence should be sought before any transaction if this may be relevant.

All non-resident or non-domiciled shareholders should seek professional advice before considering a transaction which be considered a chargeable gain.



### *Companies*

For UK corporates, chargeable gains are currently chargeable at the rate of nineteen (19) per cent. subject to indexation which may apply to reduce any such gain, although indexation cannot create or increase a capital loss. Other reliefs may be relevant.

### *Stamp Duty and Stamp Duty Reserve Tax ("SDRT")*

The statements below (which apply whether or not a Shareholder is resident or domiciled in the UK) summarise the current position and are intended as a general guide only to stamp duty and SDRT. Certain categories of person are not liable to stamp duty or SDRT, and special rules apply to agreements made by broker dealers and market makers in the ordinary course of their business and to certain categories of person (such as depositaries and clearance services) who may be liable to stamp duty or SDRT at a higher rate or who may, although not primarily liable for tax, be required to notify and account for SDRT under the Stamp Duty Reserve Tax Regulations 1986.

Transfers of depositary interests in the Company in CREST are exempt from UK Stamp Duty and Stamp Duty Reserve Tax as they meet all the criteria set out for the SDRT exemption granted in the Stamp Duty Reserve Tax (UK Depositary Interests in Foreign Securities) Regulations 1999 (SI 1999/2383 as amended).

### *Inheritance tax*

Shareholders regardless of their tax status should seek independent professional advice when considering any event which may give rise to an inheritance tax charge.

Ordinary Shares beneficially owned by an individual Shareholder will be subject to UK inheritance tax on the death of the Shareholder (even if the Shareholder is not domiciled or deemed domiciled in the UK); although the availability of exemptions and reliefs may mean that in some circumstances there is no actual tax liability. A lifetime transfer of assets to another individual or trust may also be subject to UK inheritance tax based on the loss of value to the donor, although again exemptions and reliefs may be relevant. Particular rules apply to gifts where the donor reserves or retains some benefit.

The above is a summary of certain aspects of current law and practice in the UK, which does not constitute legal advice. Therefore, a Shareholder who is in any doubt as to his tax position, or who is subject to tax in a jurisdiction other than the UK, should consult his or her professional adviser immediately.

The Directors of the issuer accept responsibility for the contents of this announcement.

- ENDS -

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**Notes to Editors:**

Yooma's mission is to build a vertically-integrated global leader in the manufacturing, marketing, distribution, and sale of wellness products including hemp seed oil and hemp-derived and cannabinoid (CBD) ingredients. The company leverages strategically curated sales channels and ecommerce networks to deliver a diverse mix of wellness products through operating subsidiaries in the United States, United Kingdom, France and Japan. Learn more at [www.yooma.ca](http://www.yooma.ca).

**Notice regarding Forward Looking Statements**

*All information included in this press release, including any information as to future financial or operating performance and other statements of Yooma that express management's expectations or estimates of future performance or activities, other than statements of historical fact, constitute forward-looking information or forward-looking statements (collectively, "forward-looking statements") within the meaning of applicable securities laws and are based on expectations, estimates and projections as of the date hereof.*

*Wherever possible, words such as "will", "would", "intends", "anticipate", "expected", "subject to", "proposed", "building" or the negative of these words or other variations thereof, have been used to identify such forward-looking information. Specific forward-looking statements include, without limitation, all disclosure regarding future results of operations, economic conditions and anticipated courses of action, including statements about use of the proceeds of the financing, the exercise of the Option, and the effect of the financing and the AQSE listing on the growth of the Company.*

*There are many risks and uncertainties that may affect forward-looking statements including, among others, regulatory risk in each jurisdiction in which Yooma does or intends to operate; the uncertainties, effects of and responses to the COVID-19 pandemic; competition; dependence on senior management and key personnel; general business risk and liability; regulation of the CBD industry; changes in laws, regulations and guidelines; unfavourable publicity or consumer perception; product liability; risks related to intellectual property; product recalls; management of growth; litigation; the possibility the Strategic Investor will not exercise the Option or will not be able to complete its administrative arrangements before the expiry of the Option; the desirability of completing various strategic acquisitions and the ability to satisfy the conditions precedent to such acquisitions, and other matters which are beyond the control of Yooma. Although the forward-looking statements contained herein reflect management's current beliefs and reasonable*

*assumptions based upon information available to management as of the date hereof, Yooma cannot be certain that actual results will be consistent with such forward-looking information. Yooma cautions you not to place undue reliance upon any such forward-looking statements. Yooma disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required by applicable law. Nothing herein should be construed as either an offer to sell or a solicitation to buy or sell securities of Yooma.*