

Yooma Wellness to Acquire Sparkling Water Brand Big Swig, Inc.

The acquisition of Big Swig's sparkling water beverage business will add to the scope of Yooma's brands and presence in the United States and create the opportunity for innovative new product offerings.

Toronto, Ontario, Canada, September 20, 2021 - Yooma Wellness Inc. ("**Yooma**") (CSE: YOOM, AQSE: YOOM), a Toronto-based vertically-integrated global wellness platform that develops and markets a portfolio of wellness brands, today announced that it has entered into definitive agreements to complete the acquisition of Big Swig, Inc. ("**Big Swig**"), a U.S. based seller of sparkling water beverages.

The acquisition will increase Yooma's presence in retailers located throughout the southern United States and add the Big Swig and Hard Swig brands to Yooma's expanding portfolio, with opportunities for the creation of exciting new product offerings in the CBD and wellness space, and vertical integration with Yooma's existing wellness platform.

Jordan Greenberg, CEO of Yooma, said: "This exciting acquisition is the second step in the strategic plan we presented to our investors at the time of our dual listing in London last month. Big Swig will expand our footprint in the United States and add a whole new line of product offerings to our platform, with the potential for real cross-pollination with our CBD and wellness brands and capabilities."

The transaction will be implemented through a merger (the "**Merger**") between Big Swig and Yooma Acquisition II Inc., a wholly-owned subsidiary of Yooma, under a merger agreement between the three parties dated September 20, 2021. On completion of the Merger, Big Swig will become a wholly-owned subsidiary of Yooma and its former shareholders will exchange their shares for common shares of Yooma.

The merger agreement values Big Swig at US\$2,500,000, less anticipated liabilities on closing of approximately US\$1,125,000 (including US\$375,000 owing to Yooma for funds advanced in anticipation of the transaction). The consideration to be paid by Yooma on completion of the Merger will consist of up to 1,729,599 common shares of Yooma (the "**Consideration Shares**") at a price per share of US\$0.795 (CAD\$ 1.01), 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 24-month lock-up period, with one quarter of the Consideration Shares releasing from lock-up 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.

Yooma also announced today that the option it had granted to a strategic investor to subscribe for up to 9,555,555 common shares and 4,777,777 warrants for common shares of Yooma in connection with its UK financing and dual-listing on the Aquis Stock Exchange Growth Market has expired without being exercised. The option was granted to provide time for the strategic investor to structure its proposed holding structure for the investment, which the investor was unable to complete within the agreed time frame.

About Yooma Wellness Inc.

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.

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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. Forward-looking statements are included for the purpose of providing information about management's current expectations and plans relating to the future. Wherever possible, words such as "will", "intend", "believe", "future", "potential", "plan", "to acquire", "opportunity for", "to complete", "anticipated", "subject to" 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 Yooma's mission and strategic plan; any potential acquisitions under non-binding letters of intent; and the nature and focus of its business going forward.

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; reliance on licenses; competition; dependence on senior management and key personnel; general business risk and liability; regulation of the CBD industry; changes in laws, regulations and guidelines; compliance with laws; limited operating history; unfavourable publicity or consumer perception; product liability, risks related to intellectual property; product recalls; difficulties with forecasts; management of growth; litigation; the potential for a breakdown in the relationship between Yooma and Big Swig; the possibility that Big Swig will be unable to obtain shareholder approval for the Merger or that one of the parties will be unable to satisfy the

conditions necessary to complete the Merger; the possibility that amendments to the merger agreement will be necessary or desirable prior to closing the Merger; 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.

