

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

Yubba Capital Corp. (the “**Company**”)
2131 Lawrence Avenue East, Suite 207
Toronto, Ontario M1R 5G4

2. Date of Material Change

December 6, 2021

3. News Release

A press release disclosing the material change was released on December 6, 2021, through the facilities of Newsfile Corp.

4. Summary of Material Change

The Company announced that it terminated a binding letter of intent (the “**LOI**”) dated October 2, 2021 with Ruckify Inc. (“**Ruckify**”).

5. Full Description of Material Change

On December 6, 2021, the Company terminated the LOI entered into between the Company and Ruckify to complete a business combination that would result in a reverse takeover of the Company.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

The report is not being filed on a confidential basis.

7. Omitted Information

No significant facts have been omitted from this Material Change Report.

8. Executive Officer

For further information, contact Brian Morales, Director of the Company at (647) 241-7202.

9. Date of Report

December 16, 2021.

Cautionary Statement Regarding Forward-Looking Information

This material change report contains statements which constitute “forward-looking information” within the meaning of applicable securities laws, including statements regarding the plans, intentions, beliefs and current expectations of Yubba with respect to future business activities and operating performance. Forward-looking information is often identified by the words “may”, “would”, “could”, “should”, “will”, “intend”, “plan”, “anticipate”, “believe”, “estimate”, “expect” or similar expressions.

Investors are cautioned that forward-looking information is not based on historical facts but instead reflect

Yubba's management's expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although Yubba believes that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the combined company.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forwardlooking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although Yubba has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. Yubba does not intend, and does not assume any obligation, to update this forward-looking information except as otherwise required by applicable law.

Neither the TSX Venture Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this material change report.