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

October 2, 2021

3. News Release

A press release disclosing the material change was issued by the Company on October 4, 2021, through the facilities of Newsfile Corp. and filed on www.sedar.com.

4. Summary of Material Change

On October 2, 2021, the Company and Ruckify Inc. ("**Ruckify**") entered into a binding letter of intent (the "**LOI**"), which outlines the terms and conditions pursuant to which the Company and Ruckify will complete a transaction that will result in a reverse take-over of the Company by Ruckify (the "**Proposed Transaction**"). The Proposed Transaction will be an arm's length transaction, and, if completed, will constitute the Company's "Qualifying Transaction" (as such term is defined in Policy 2.4 of the TSX Venture Exchange (the "**TSXV**")).

5. Full Description of Material Change

On October 2, 2021, the Company and Ruckify entered into the LOI, which outlines the terms and conditions pursuant to which the Company and Ruckify will complete the Proposed Transaction. The Proposed Transaction will be an arm's length transaction, and, if completed, will constitute the Company's "Qualifying Transaction" (as such term is defined in Policy 2.4 of the TSXV).

Immediately prior to the closing of the Proposed Transaction, Ruckify intends to complete its proposed arm's length acquisition (the "**Fat Llama Acquisition**") of Fat Llama Inc. ("**Fat Llama**") by way of a reverse "triangular merger" of a wholly-owned subsidiary of Ruckify, with and into Fat Llama pursuant to the terms of a merger agreement dated September 14, 2021 between Ruckify, Ruckify Subco, Inc. and Fat Llama (the "**Fat Llama Merger Agreement**"). Fat Llama will be the surviving corporation following such merger and, as a result, will become a wholly-owned operating subsidiary of Ruckify. Pursuant to the terms of the Fat Llama Merger Agreement, (i) each issued and outstanding share of common stock and preferred stock of Fat Llama (each, a "**Fat Llama Share**") (other than shares held by Fat Llama shareholders who demanded and perfected appraisal rights in accordance with Section 262 of the Delaware General Corporation Law and not effectively withdrawn or forfeited prior to the closing of the Fat Llama Acquisition) will be automatically cancelled and converted into 1.841 fully paid and non-assessable common shares in the capital of Ruckify (the "**Ruckify Shares**") and (ii) each Fat Llama option (a "**Fat Llama Option**") outstanding immediately prior to the closing of the Fat Llama Acquisition will be automatically cancelled in exchange for an option to purchase 1.841 Ruckify Shares for each share of Fat Llama common stock issuable pursuant to such Fat Llama Option.

The Proposed Transaction is expected to be structured as a three-cornered amalgamation, whereby a wholly-owned subsidiary of the Company will amalgamate with Ruckify (the "**Amalgamation**") to form a newly amalgamated company ("**Amalco**"). Pursuant to the Amalgamation, holders of Ruckify Shares will receive one post-Consolidation (as defined below) common share in the capital of Company (each, a "**Company Share**") for each Ruckify Share held. In addition, pursuant to the Amalgamation, each Ruckify stock option and each Ruckify warrant will be exchanged for a Company stock option or Company warrant, as applicable, on substantially the same terms and conditions, except that such securities will thereafter be exercisable to receive one Company Share.

In order to align the value of the Company Shares with the value per Ruckify Share at which the Proposed Transaction will be completed, it is anticipated that the Company will consolidate its common shares on the basis of one post-consolidation Company Share for every 7.598 existing Company Shares (the "**Consolidation**"). Pursuant to the terms of the Proposed Transaction, the Company Shares are being valued at $0.19 per Company Share (on a pre-Consolidation basis) and the Ruckify Shares shall have an implied value equal to the terms of the Ruckify subscription receipts issuable pursuant to the proposed private placement subscription receipt financing of Ruckify to be completed in connection with the Proposed Transaction.

Upon completion of the Proposed Transaction, the Company will be the parent and sole shareholder of Amalco and thus will indirectly carry on the business of Ruckify. As a result, the Company intends to change its name to "Fat Llama Corporation" or such other name as is acceptable to the regulators (the "**Name Change**"). Further, it is proposed that the officers and directors of Ruckify will replace the existing officers and directors of the Company.

In connection with the Proposed Transaction, the Company will convene a meeting of its shareholders for the purpose of approving, among other matters, the Consolidation, the Name Change and the election of the directors to replace the current directors of the Company immediately following the completion of the Proposed Transaction. Ruckify will convene a meeting of its shareholders for the purpose of approving the Amalgamation and the Proposed Transaction. The Proposed Transaction has been unanimously approved by the boards of directors of Ruckify and the Company and both boards of directors recommend that their respective shareholders vote in favor of the Proposed Transaction and related matters.

The Proposed Transaction is subject to the sponsorship requirements of the TSXV, unless a waiver or exemption from this requirement can be obtained in accordance with the policies of the TSXV. The Company intends to apply for a waiver of the sponsorship requirement, however there is no assurance that a waiver from this requirement can or will be obtained.

No finder's fees are payable in connection with the Proposed Transaction. A filing statement or joint management information circular of Ruckify and Company will be prepared and filed in accordance with the policies of the TSXV.

Trading in the Company Shares was halted on October 4, 2021 in connection with the announcement of the Proposed Transaction and will remain halted pending the review of the Proposed Transaction by the TSXV and satisfaction of the conditions of the TSXV for resumption of trading. There can be no assurance that trading in the Company Shares will resume prior to the completion of the Proposed Transaction. The Proposed Transaction is subject to the parties successfully entering into a definitive agreement in respect of the Proposed Transaction on or before November 30, 2021, or such other date as Ruckify and the Company may mutually agree. Completion of the Proposed Transaction is also subject to a number of other conditions, including obtaining all necessary board, shareholder and regulatory approvals, including TSXV approval. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

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

Not applicable.

7. Omitted Information

No significant facts have been omitted from this report.

8. Executive Officer

Brian Morales, Director of the Company, (647) 241-7202.

9. Date of Report

October 8, 2021.

Cautionary Note 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 the Company 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 and includes information regarding: (i) expectations regarding whether the Fat Llama Acquisition or the Proposed Transaction will be consummated, including whether conditions to the consummation of the Fat Llama Acquisition or the Proposed Transaction, as applicable, will be satisfied, or the timing for completing the Fat Llama Acquisition and the Proposed Transaction, and (ii) expectations for other economic, business, and/or competitive factors.

Investors are cautioned that forward-looking information is not based on historical facts but instead reflect 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 the Company 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. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information are the following: the ability to consummate the Fat Llama Acquisition; the ability to obtain requisite regulatory and shareholder approvals and the satisfaction of other conditions to the consummation of the Fat Llama Acquisition on the proposed terms and schedule the ability to consummate the Proposed Transaction; the ability to obtain requisite regulatory and shareholder approvals and the satisfaction of other conditions to the consummation of the Proposed Transaction on the proposed terms and schedule; the potential impact of the announcement or consummation of the Proposed Transaction on relationships, including with regulatory bodies, employees, suppliers, customers and competitors; the re-rating potential following the consummation of the Proposed Transaction; changes in general economic, business and political conditions, including changes in the financial markets; and the diversion of *management time on the Proposed Transaction. This forward-looking information may be affected by risks and uncertainties in the business of the Company and Ruckify and market conditions.*

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although the Company 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. The Company does not intend, and do not assume any obligation, to update this forward-looking information except as otherwise required by applicable law.