

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

**Item 1. Name and Address of Company**

New Wave Esports Corp. (the “**Company**” or “**New Wave Esports**”)  
401, 217 Queen Street West  
Toronto, ON  
M5V 0R2

**Item 2. Date of Material Change**

November 28, 2019.

**Item 3. News Release**

The Company issued a press release with respect to the material change referred to in this report via a Canadian news wire service on December 2, 2019, a copy of which has been filed on SEDAR.

**Item 4. Summary of Material Change**

On November 28, 2019, the Company entered into a share purchase agreement (the “**Share Purchase Agreement**”) to acquire all of the issued and outstanding shares of Even Matchup Gaming Inc. (“**EMG**”) not currently held by New Wave Esports (the “**Acquisition**”).

**Item 5. Full Description of Material Change**

On November 28, 2019, the Company entered into the Share Purchase Agreement to acquire all of the issued and outstanding shares of EMG not currently held by New Wave Esports.

Pursuant to the Share Purchase Agreement, the vendors of EMG will receive consideration of an aggregate of \$1,230,000 in a combination of \$550,000 cash (the “**Cash Consideration**”) and 7,555,555 common shares in the capital of the Company (the “**Consideration Shares**”) at a deemed price per Consideration Share of \$0.09. The Cash Consideration will be payable in tranches, with \$350,000 to be paid on closing of the Acquisition and the remainder to be paid in installments over the six months following closing of the Acquisition. The Share Purchase Agreement provides that a portion of the Consideration Shares will be subject to a contractual lock-up and released to the vendors of EMG in installments over twelve months following the closing of the Acquisition. The closing of the Acquisition is subject to standard conditions precedent for transactions of a similar nature.

**Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102**

Not Applicable.

**Item 7. Omitted Information**

No information has been omitted from this material change report.

**Item 8. Executive Officer**

The following senior officer of the Company is knowledgeable about the material change and this report and may be contacted as follows:

Daniel Mitre  
Chief Executive Officer  
New Wave Esports Corp.

Telephone: 416 917-5847

**Item 9. Date of Report**

December 6, 2019.