NEW WAVE HOLDINGS CORP.



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General Meeting to be held on December 15, 2020

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

- 1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
- 2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
- 3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
- 4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
- 5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
- 6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
- 7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Fold

Proxies submitted must be received by 10:00 a.m., Pacific Time on December 11, 2020.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

Call the number listed BELOW from a touch tone telephone

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- Smartphone?
 Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER

——			
•			

_	

Appointment of Proxyholder

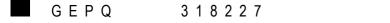
I/We being holder(s) of New Wave Holdings Corp. hereby appoint(s): Daniel J. Fox, Chief Executive Officer, or failing him, Geoff Balderson, Chief Financial Officer, Corporate Secretary and Director, or failing him, Robert Kang, Director, or failing him, Desmond Balakrishnan, Solicitor,

OR Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General Meeting of shareholders of New Wave Holdings Corp. to be held at Suite 1500, 1055 West Georgia Street. Vancouver, British Columbia, on December 15, 2020 at 10:00 a.m., (Pacific Time) and at any adjournment or postponement thereof.

							For	Against	
Number of Directors To set the number of Directors at	four (4).								
2. Election of Directors	For	Withhold	For	Withhold			For	Withhold	Fo
01. Ravinder Kang		02. Anthony Zelen		03. D	iego Gianelli				
04. Geoffrey Balderson									
							For	Withhold	
3. Appointment of Auditors									
	ed Professiona	al Accountants, as Auditors of the Com	pany for the ensu	uing year.				Ш	
	ed Professiona	al Accountants, as Auditors of the Com	pany for the ensu	uing year.			For	Against	
To appoint Smythe LLP, Chartere 4. Ratification and Approval for	r Continuatio				articularly descr	ibed in the	For	Against	
To appoint Smythe LLP, Chartere 4. Ratification and Approval for To approve the Company's 10%	r Continuatio	n of Stock Option Plan			articularly descr	ibed in the	For	Against Against	
To appoint Smythe LLP, Chartered 4. Ratification and Approval for approve the Company's 10% accompanying Information Circul 5. Ratification and Approval for	r Continuatio rolling Stock (ar. r Continuatio rolling Restric	on of Stock Option Plan Option Plan, dated effective October 24 on of Restricted Share Unit Plan ted Share Unit Plan, dated effective Oc	, 2020, for contin	uation, as more pa	•				
To appoint Smythe LLP, Chartered 4. Ratification and Approval for To approve the Company's 10% accompanying Information Circul 5. Ratification and Approval for To approve the Company's 10%	r Continuatio rolling Stock (ar. r Continuatio rolling Restric	on of Stock Option Plan Option Plan, dated effective October 24 on of Restricted Share Unit Plan ted Share Unit Plan, dated effective Oc	, 2020, for contin	uation, as more pa	•				Fol
To appoint Smythe LLP, Chartered 4. Ratification and Approval for To approve the Company's 10% accompanying Information Circul 5. Ratification and Approval for To approve the Company's 10%	r Continuatio rolling Stock (ar. r Continuatio rolling Restric	on of Stock Option Plan Option Plan, dated effective October 24 on of Restricted Share Unit Plan ted Share Unit Plan, dated effective Oc	, 2020, for contin	uation, as more pa	•				Fol
To appoint Smythe LLP, Chartered 4. Ratification and Approval for To approve the Company's 10% accompanying Information Circul 5. Ratification and Approval for To approve the Company's 10%	r Continuatio rolling Stock (ar. r Continuatio rolling Restric	on of Stock Option Plan Option Plan, dated effective October 24 on of Restricted Share Unit Plan ted Share Unit Plan, dated effective Oc	, 2020, for contin	uation, as more pa	•				Fo
4. Ratification and Approval for To approve the Company's 10% accompanying Information Circul 5. Ratification and Approval for To approve the Company's 10% described in the accompanying Ir	r Continuatio rolling Stock (ar. r Continuatio rolling Restric nformation Cir	on of Stock Option Plan Option Plan, dated effective October 24 on of Restricted Share Unit Plan ted Share Unit Plan, dated effective Oc	, 2020, for contin	uation, as more pa	•				Fo

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/mailinglist.



A R 1

