

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

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

New Wave Holdings Corp.  
Suite 401 – 217 Queen Street West  
Vancouver, BC M5V 0R2

**Item 2. Date of Material Change**

November 22, 2021

**Item 3. News Release**

A news release dated November 17, 2021 was disseminated and filed on SEDAR.

**Item 4. Summary of Material Change**

New Wave Holdings Corp. completes non-brokered private placement for gross proceeds of \$3,379,683.65.

**Item 5.1 Full Description of Material Change**

New Wave Holdings Corp. (“**New Wave**” or the “**Company**”) closed its non-brokered private placement of 9,656,239 units of the Company (the “**Units**”) at \$0.35 per Unit for gross proceeds of \$3,379,683.65 (the “**Offering**”).

Each Unit consisted of one common share in the capital of the Company (a “**Share**”) and one half of one share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant entitles the holder thereof to acquire one additional common share (a “**Warrant Share**”) at a price of \$0.70 per Warrant Share until November 17, 2023, subject to acceleration.

All securities issued in connection with the Offering will be subject to a statutory four month hold period expiring on March 18, 2022 in accordance with applicable securities legislation. No finders’ fees were paid in connection with the Offering.

The Offering's net proceeds will be used for administrative expenses and general working capital.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**Item 7. Omitted Information**

No information was omitted.

**Item 8. Executive Officers**

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Geoff Balderson  
Chief Financial Officer  
Telephone: 604-612-7411

**Item 9. Date of Report**

November 22, 2021.