

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

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

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

**Item 2. Date of Material Change**

January 12, 2022.

**Item 3. News Release**

News Release dated January 12, 2022 was disseminated via Stockwatch and filed on SEDAR on January 12, 2022.

**Item 4. Summary of Material Change**

The Company has completed the acquisition of 1295764 B.C. Ltd.

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

**5.1 Full Description of Material Change**

The Company announced that further to its press releases of November 25, 2021 and December 31, 2021, it has completed the acquisition of all of the issued and outstanding securities (the “**Transaction**”) of a private British Columbia corporation (“**BCCO**”) and indirectly acquired Pawtocol Holdings Corporation, a Delaware corporation (“**Pawtocol**”) pursuant to the terms of a share exchange agreement (the “**SEA**”).

Pawtocol, powered by blockchain technology, is the first pet platform of its kind. Pawtocol connects the physical lives of pets and pet owners with the rapidly expanding digital universe to create the world’s most advanced pet community. For the first time, pet owners are able to have full control over their information and use it in a meaningful way – improving their lives, their pets’ lives, and millions of others in the pet community all over the world.

As a part of its robust ecosystem, Pawtocol will also be revolutionizing the way pets will exist in the metaverse. Pawtocol is committed to delivering affordable NFT creation to its users, which will enable them to mint NFTs of their pets that can live on forever in the metaverse.

## **Transaction Terms**

Pursuant to the terms of the SEA, in consideration for all outstanding share capital of BCCO, the Company issued 15,000,000 common shares (the “**Consideration Shares**”) pro rata to the existing shareholders of BCCO at a deemed price of \$0.35 per Consideration Share. The Consideration Shares will not be subject to any hold periods under applicable securities laws.

The Company is at arm’s length from BCCO and each of its shareholders. The Transaction is not a Fundamental Change for the Company (as defined in the policies of the Canadian Securities Exchange), nor did it result in a change of control of the Company, within the meaning of applicable securities laws and the policies of the Canadian Securities Exchange.

### **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**

None.

### **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:

Willie Tsang, Interim Chief Executive Officer  
Email: [willie@newwavecorp.com](mailto:willie@newwavecorp.com)

### **Item 9. Date of Report**

DATED at Vancouver, BC, this 12<sup>th</sup> day of January, 2022.