

NEW WAVE HOLDINGS CORP.
(formerly New Wave Esports Corp.)

Suite 1500 – 1055 West Georgia Street
Vancouver, BC V6E 4N7
Tel: 604 602-0001
www.newwavecorp.com

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an In Person / Teleconference Call Annual General Meeting (the “**Meeting**”) of the shareholders of **New Wave Holdings Corp.** (the “**Company**”) will be held at 1500 - 1055 West Georgia Street, Vancouver, British Columbia, on Monday, March 28, 2022 at 10:00 a.m. (Pacific Time).

In light of the ongoing public health concerns related to COVID-19 and in order to comply with measures imposed by the federal and provincial governments, the Company is encouraging Shareholders and others not to attend the Meeting in person, but instead to submit their votes by proxy well in advance of the Meeting proxy deadline of 10:00 a.m. (Pacific Time) on March 24, 2022. Shareholders wishing to attend the Meeting in person must call the Company at (604) 602-0001 at least 48 hours prior to the date of the Meeting for further instructions on in-person attendance procedures.

The Company is offering Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call at the following coordinates:

Canada Toll Free: 1 855 244 8677
US Toll Free: 1 855 282 6300
Access Code: 791 261 734

As of the date of this Notice, we intend to hold the Meeting by in-person attendance and include a telephone conference call so shareholders can listen to the Meeting in real time. We are continuously monitoring the current coronavirus pandemic, and in light of rapidly evolving news and guidelines related to COVID-19, we ask that, in considering whether to attend the Meeting in person, Shareholders follow instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>) and any applicable additional provincial and local health department instructions. You should not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Meeting. **In order to minimize group sizes and respect social distancing regulations, all Shareholders are urged to vote on the matters before the Meeting by proxy, which proxy can be submitted electronically or by mail as described in the accompanying Information Circular.** We reserve the right to take any additional precautionary measures we deem appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 pandemic. Should any changes to the Meeting format occur, the Company will announce any and all changes by way of news release, which will be filed under the Company’s profile at www.sedar.com. We strongly recommend you check the Company’s website <https://newwavecorp.com/> prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 pandemic, the Company will **NOT** prepare or mail amended Meeting materials.

Shareholders who intend to attend the meeting via teleconference must **submit their votes by Proxy ahead of the proxy deadline of 10:00 a.m. (Pacific Time) on March 24, 2022.** Attendance by teleconference allows Shareholders to listen to, but not to vote at the Meeting.

PURPOSE OF THE MEETING

The Meeting is to be held for the following purposes:

1. To receive the consolidated financial statements of the Company for its financial years ended March 31, 2021 and 2020, the report of the auditor thereon and the related management discussion and analysis;
2. To set the number of directors to be elected to the Board of Directors at three (3).

3. To elect directors of the Company for the ensuing year;
4. To appoint an auditor of the Company for the ensuing year;
5. To ratify and approve the Company's Stock Option Plan dated October 24, 2019 for continuation until the next annual general meeting of the Company; and
6. To ratify and approve the Company's Restricted Share Unit Plan dated October 24, 2019 for continuation until the next annual general meeting of the Company.

At the Meeting shareholders may be asked to consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or any adjournment thereof. The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting, is supplemental to, and is expressly incorporated into and is a part of, this Notice of Annual General Meeting.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of Proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of Proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy and in the Information Circular to ensure that such shareholder's shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Vancouver, British Columbia, as at February 17, 2022.

BY ORDER OF THE BOARD

/s/ "Willie Tsang"

**Willie Tsang
Interim Chief Executive Officer**