

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

New Wave Holdings Corp. (the “**Company**” or “**New Wave**”)
c/o 1500, 1055 West Georgia Street
Vancouver, British Columbia V6E 4N7

Item 2. Date of Material Change

May 30, 2023.

Item 3. News Release

News Release dated May 23, 2023 was disseminated via Stockwatch and filed on SEDAR.

Item 4. Summary of Material Change

The Company has consolidated its common shares on the basis of one (1) post-consolidation share for every three (3) pre-consolidation Shares. The Company’s post-consolidation shares began trading on the Canadian Securities Exchange (“**CSE**”) on May 30, 2023.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company has consolidated its common shares (the “**Shares**”) on the basis of one (1) post-consolidation Share (each, a “**Consolidated Share**”) for three (3) pre-consolidation Shares effective May 30, 2023 (the “**Consolidation**”). The Company’s name and trading symbol remained unchanged following the Consolidation. The CUSIP and ISIN numbers for the Consolidated Shares are 64913V509 and CA64913V5099 respectively.

The Company has set May 31, 2023 as the record date of the Consolidation. The Consolidated Shares began trading on the CSE on May 30, 2023.

The Company had 30,642,090 Shares issued and outstanding prior to the Consolidation and 10,214,032 Consolidated Shares issued and outstanding following the Consolidation. No fractional Shares were issued as a result of the Consolidation. Any fractional Shares resulting from the Consolidation has be rounded up or down to the nearest whole Consolidated Share. The Company’s outstanding incentive stock options and warrants will be

adjusted on the same basis (1:3) to reflect the Consolidation in accordance with their respective terms with proportionate adjustments to be made to the exercise prices.

Letter of transmittal with respect to the Consolidation have been mailed to all registered shareholders of the Company. All registered shareholders are required to send their respective certificates representing the pre-consolidation Shares along with a properly executed letter of transmittal, in the form attached hereto as Schedule “A”, to the Company’s transfer agent, Olympia Trust Company (“**Olympia**”), in accordance with the instructions provided in the letter of transmittal. Additional copies of the letter of transmittal can be obtained through the Transfer Agent 1-587-774-2340 or by e-mail to cssinquiries@olympiatrust.com. All shareholders who submit a duly completed letter of transmittal along with their respective pre-consolidation Share certificate(s) to the Olympia, will receive a certificate or Direct Registration Advice representing the Consolidated Shares.

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:

Robert Birmingham, Chief Executive Officer
Telephone: 604 602-0001

Item 9. Date of Report

DATED at Vancouver, BC, this 31st day of May, 2023.

Schedule "A"

Letter of Transmittal

(Attached)

**NEW WAVE HOLDINGS CORP.
LETTER OF TRANSMITTAL**

TO: OLYMPIA TRUST COMPANY

The undersigned hereby represents and warrants that the undersigned is the owner of the number of common shares ("**Common Shares**") of New Wave Holdings Corp., which shares are represented by the holding(s) described below and delivered herewith and the undersigned has good title to the shares represented by the said holding(s), free and clear of all liens, charges and encumbrances, and has full power and authority to herewith deposit such shares.

*Certificate Number (if available)	Number of Shares	Registered in the Name of

*Need not be completed if the shares are represented by a Direct Registration Advices ("**DRS Advice**")

The above-listed share certificates are hereby surrendered in exchange for certificates representing consolidated common shares of New Wave Holdings Corp. (the "**Company**") on the basis of three (3) common share of the Company (pre-consolidation) for one (1) common share of the Company (post-consolidation). The Company will not issue any fractional common shares as a result of the consolidation. Where the exchange results in a fractional share, the number of common shares will be rounded up or down to the nearest whole common share.

The undersigned authorizes and directs Olympia Trust Company to issue a new DRS statement/certificate representing consolidated common shares of the Company to which the undersigned is entitled as indicated below and to mail such DRS statement/certificate to the address indicated below or, if no instructions are given, in the name and to the address if any, of the undersigned as appears on the share register maintained by Olympia Trust Company.

Name (please print)		
Address		
City	Province	Postal Code
Telephone (Daytime #)		Social Insurance Number/Tax Identification Number
Note: The Company participates in the Direct Registration System, therefore the common shares issued to you will be held electronically in DRS with Olympia. You will receive a DRS Advice evidencing ownership of the common shares of the Company. Check this box only if you do not wish to have your common shares of the Company held electronically in DRS and wish to receive a physical certificate:		<input type="checkbox"/>

Date: _____

Signature of Shareholder or Authorized Representative

INSTRUCTIONS

1. Use of Letter of Transmittal

- (a) Each shareholder holding share certificate(s) or a Direct Registration position of the Company must send or deliver this Letter of Transmittal duly completed and signed together with the share certificate(s) (where applicable) described herein to Olympia Trust Company (“**Olympia**”) at the office listed below. The method of delivery to Olympia is at the option and risk of the shareholder, but if mail is used, registered mail is recommended if certificates are being submitted.
- (b) Shares registered in the name of the person by whom (or on whose behalf) the Letter of Transmittal is signed need not be endorsed or accompanied by any Securities Transfer Form/ Power of Attorney.
- (c) Shares not registered in the name of the person by whom (or on whose behalf) the Letter of Transmittal is signed must be endorsed by the registered holder thereof or deposited together with a Securities Transfer Form/Power of Attorney properly completed by the registered holder. Such signature must be guaranteed by an “Eligible Institution” or in some other manner satisfactory to Olympia. A Securities Transfer Form is available on our website at <https://css.olympiatrust.com/forms.html>.

An “Eligible Institution” means a Canadian schedule 1 chartered bank, a member of the Securities Transfer Agent Medallion Program (STAMP), a member of the Stock Exchanges Medallion Program (SEMP) or a member of the New York Stock Exchange Inc. Medallion Signature Program (MSP). Members of these programs are usually members of a recognized stock exchange in Canada and the United States, members of the Investment Industry Regulatory Organization of Canada, members of the Financial Industry Regulatory Authority or banks and trust companies in the United States.

- (d) Where the Letter of Transmittal is executed on behalf of a corporation, partnership or association, or by an agent, executor, administrator, trustee, guardian or any person acting in a representative capacity, the Letter of Transmittal must be accompanied by satisfactory evidence of the representative’s authority to act.
- (e) The Company reserves the right if it so elects in its absolute discretion to instruct Olympia to waive any defect or irregularity contained in any Letter of Transmittal received by it.

2. Lost Share Certificates

If a share certificate has been lost or destroyed, the Letter of Transmittal must be completed as fully as possible and forwarded to Olympia together with a letter stating the loss. Olympia will respond with the replacement requirements, which must be properly completed and returned prior to effecting the exchange.

3. More Information

Additional copies of the Letter of Transmittal may be obtained from Olympia at the office listed below. Any questions should be directed to Olympia at 1-587-774-2340 or by e-mail to cssinquiries@olympiatrust.com. Please note delivery of this Letter of Transmittal to an address other than those set forth below does not constitute a valid delivery.

By Mail: Olympia Trust Company
Attn: Corporate & Shareholder Services
P.O. Box 128, STN M
Calgary AB T2P 2H6

**By Registered Mail,
Hand or Courier:** Olympia Trust Company
Attn: Corporate & Shareholder Services
Suite 4000, 520 – 3rd Avenue SW
Calgary AB T2P 0P3

PRIVACY NOTICE: At Olympia Trust Company, we take privacy seriously. In providing services to you, we receive non-public, personal information about you. We receive this information through transactions we perform for you and may also receive information about you by virtue of your transactions with affiliates of Olympia Trust Company or other parties. Olympia Trust Company is committed to respecting and protecting the confidentiality of your personal information and the safeguarding of all personal information entrusted to us. To view our Privacy Policy, please visit www.olympiatrust.com.