

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

New Wave Holdings Corp. (the “**Company**”)
c/o Suite 1500 - 1055 W. Georgia Street
Vancouver, BC V6E 4N7

Item 2. Date of Material Change

August 3, 2023.

Item 3. News Release

News Release dated August 4, 2023 was disseminated via Stockwatch and filed on SEDAR+ on August 4, 2023.

Item 4. Summary of Material Change

The Company has closed the non-brokered private placement of shares and raised gross proceeds of \$524,989.99.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced, further to its news release of June 15, 2023, that the Company has closed the previously announced non-brokered private placement of common shares in the capital of the Company (the “**Shares**”) at \$0.065 per Share by the issuance of 8,076,766 Shares for gross proceeds of \$524,989.99 (the “**Offering**”). All securities issued in connection with the Offering are subject to a statutory hold period of four months plus a day in accordance with applicable securities legislation ending on December 4, 2023.

The Company will use the net proceeds from the Offering for new investments, marketing, and general working capital. It intends to move quickly to identify accretive acquisitions, either within the current investment sectors or within a wider strategic scope, including exploring entry into the emerging AI market.

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:

Geoff Balderson, Chief Financial Officer,
Telephone: (604) 416-4099

Item 9. Date of Report

DATED at Vancouver, BC, this 9th day of August, 2023.