

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

New Wave Holdings Corp. (the “**Company**”)
Suite 1500 1055 W Georgia St.
Vancouver, BC V6E 4N7

Item 2. Date of Material Change

October 24, 2023.

Item 3. News Release

News Release dated October 27, 2023 was disseminated via GlobeNewswire and filed on SEDAR on October 27, 2023.

Item 4. Summary of Material Change

The Company has completed the acquisition of 51% of the issued and outstanding shares of Rosey Inc.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that further to its news releases of September 7 and September 29, 2023, that the Company has completed the acquisition of 51% of the issued and outstanding shares (the “**Transaction**”) in the capital of Rosey Inc. (“**Rosey**”), a private corporation existing under the laws of Ontario, pursuant to the terms of and conditions of a Share Exchange Agreement dated September 22, 2023 (the “**Agreement**”) among the Company, Rosey and shareholders of Rosey (the “**Shareholders**”).

Transaction Terms

Pursuant to the terms and conditions of the Agreement, in consideration for 51% of the issued and outstanding shares in the capital of Rosey (the “**Rosey Shares**”), the Company has issued an aggregate of 4,000,000 common shares in the capital of the Company (the “**Consideration Shares**”) to the Shareholders at a deemed price of \$0.05 per Consideration Share. The Consideration Shares are not subject to any hold periods under applicable securities laws. The Company has also paid \$200,000 to Rosey on closing of the acquisition of 51% of the issued and outstanding Rosey Shares (the “**Closing**”) to be used as working capital to advance the business of Rosey.

The Company is at arm's length from Rosey and each of the Shareholders. On Closing, the Company has appointed Sunny Ray as a new director of the Company. Mr. Ray is Founder & CEO of Rosey.ai, pioneering a family-friendly Artificial Intelligence tool aimed at empowering individuals to effortlessly achieve their life goals and dreams. He has a rich foundation of experiences and robust network, cultivated over a decade in the Artificial Intelligence, robotics, and bitcoin domains.

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.

Pursuant to the terms and conditions of the Agreement and on or before December 31, 2024, the Company will have the option to acquire an additional 9% of the issued and outstanding Rosey Shares by making a cash payment of \$300,000 to Rosey to be used as working capital to further advance the business of Rosey. After the acquisition of an additional 9% of the issued and outstanding Rosey Shares, the Company can acquire the remaining 40% of the issued and outstanding Rosey Shares on or before December 31, 2024, by making a payment of \$2,000,000 to the Shareholders, either in cash or in common shares of the Company at the then market price, at the election of the Company. Should the Company plan to proceed with the acquisition of the last 40% the issued and outstanding Rosey Shares, the Company will obtain shareholders' approval first.

ABOUT ROSEY INC.

Rosey, a private corporation existing under the laws of Ontario, having an office in Mississauga, and has ownership of a series of intellectual property including certain assets relating to Artificial Intelligence and an AI-Powered Command Center encompasses a series of tools tailored for the enhancement of productivity, creativity, and both personal and professional development.

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 2nd day of November, 2023.