

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

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

New Wave Holdings Corp.  
505 Burrard Street, Suite 1570  
Vancouver, BC, V7X 1M5

**Item 2. Date of Material Change**

December 22, 2023

**Item 3. News Release**

A news release was disseminated on December 22, 2023, and subsequently filed under the Company's profile on SEDAR.

**Item 4. Summary of Material Change**

On December 22, 2023, the Company announced that it had entered into a debt settlement agreement.

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

**5.1 Full Description of Material Change**

The Company has settled outstanding indebtedness (the "**Debt Settlement**") of the Company in the aggregate amount of \$94,500 CDN (the "**Debt**"), pursuant to the terms of a debt settlement agreement with a service provider (the "**Creditor**"). In settlement of the Debt, the Company has issued an aggregate of 1,575,000 common shares of the Company (the "**Common Shares**") to the Creditor at a price of \$0.06 CDN per Common Share. All securities issued in connection with the Debt Settlement are subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation.

The Company does not anticipate that the Debt Settlement will have a material effect on the Company's business and affairs and confirms that consent resolutions of the board of directors of the Company were passed in accordance with the *Business Corporation Act* (British Columbia) approving the Debt Settlement.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6. Reliance on Section 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7. Omitted Information**

There is no information of a material nature that has been omitted.

**Item 8. Executive Officer**

For further information, please contact Geoff Balderson at (604) 416-4049

**Item 9. Date of Report**

December 22, 2023