

NEW WAVE COMPLETES THE ACQUISITION OF 50% SHARES IN LONGEVITY AI INC.

VANCOUVER, BC, February 20, 2024 - New Wave Holdings Corp. (the “Company” or “New Wave”) (CSE:SPOR, FWB: 0XMB, OTCPK: TRMNK) is pleased to announce, further to its news release of November 23, 2023, that the Company has completed the acquisition (the “**Transaction**”) of 50% of the issued and outstanding shares in the capital of Longevity AI Inc. (“**Longevity**”), a private corporation existing under the laws of the state of Delaware, United States, pursuant to the terms and conditions of a Share Exchange Agreement dated November 21, 2023 and as amended on February 8, 2024 (the “**Agreement**”) among the Company, Longevity and the shareholders of Longevity (the “**Shareholders**”).

Transaction Terms

Pursuant to the terms and conditions of the Agreement and in consideration for 50% of the issued and outstanding shares in the capital of Longevity (the “**Longevity Shares**”), the Company has issued an aggregate of 12,000,003 common shares in the capital of the Company (the “**Payment Shares**”) pro rata to the Shareholders at a deemed price of \$0.05 per Payment Share. The Payment Shares are not subject to any hold periods under applicable securities laws.

The Company is at arm’s length from Longevity and each of the Shareholders. On closing of the Transaction, Longevity’s board of directors is comprised solely of nominees of New Wave. There is no change in management or the board of directors of the Company.

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 (the “**CSE**”).

Pursuant to the terms and conditions of the Agreement, the Company will also issue up to 10,000,000 additional common shares in the capital of the Company (the “**Shares**”) pro rata to the Shareholders upon Longevity’s business meeting certain milestones (“**Milestone Payments**”). Any Shares issued in connection with the Milestone Payments will be subject to a four month hold period under Canadian Securities laws.

ABOUT LONGEVITY AI INC.

Longevity, a private corporation existing under the laws of the state of Delaware, United States is focused on leveraging artificial intelligence to help patients achieve better healthcare outcomes.

Longevity owns and operates proprietary technology that connects patients to cutting edge clinical treatments around bio markers, longevity, anti-aging protocols and the central nervous system. Further, Longevity has plans to use artificial intelligence to connect individual patient data with their desired health outcomes and create customized protocols in collaboration with clinical partners and care providers.

ABOUT NEW WAVE HOLDINGS CORP.

New Wave Holdings Corp. (CSE: SPOR, FWB: 0XMB, OTCPK: TRMNF) is an investment issuer that has been focused on supporting innovative and fast-growing companies within the esports, NFT, Metaverse, Blockchain, and Web3 sectors. It intends to also identify accretive acquisitions within a wider strategic scope, including exploring entry into the emerging AI market.

Investors interested in connecting with New Wave Holdings can learn more about the company and contact the team at <http://newwavecorp.com>.

For further information please contact: Geoff Balderson, Chief Financial Officer, New Wave Holdings Corp., (604) 602-0001

ON BEHALF OF THE BOARD of DIRECTORS

Anthony Zelen
Director

The CSE does not accept responsibility for the adequacy or accuracy of this release.

The Canadian Securities Exchange has not in any way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this press release.

The securities to be issued in connection with the Proposed Transaction have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "1933 Act"), or under any state securities laws, and may not be offered or sold, directly or indirectly, or delivered within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the 1933 Act) absent registration or an applicable exemption from the registration requirements. This news release does not constitute an offer to sell or a solicitation to buy such securities in the United States.

This news release may contain certain "Forward-Looking Statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and applicable Canadian securities laws. When or if used in this news release, the words "anticipate", "believe", "estimate", "expect", "target", "plan", "forecast", "may", "schedule" and similar words or expressions identify forward-looking statements or information. These forward-looking statements or information include statements made in respect of the Transaction, in particular, the Milestone Payments and the timing thereof; and the business objectives of Longevity and the Company. Such statements represent the Company's current views with respect to future events and are necessarily based upon a number of assumptions and estimates that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social risks, contingencies and uncertainties. Many factors, both known and unknown, could cause results, performance, or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements. The Company does not intend, and does not assume any obligation, to update these forward-looking statements or information to reflect changes in assumptions or changes in circumstances or any other events affecting such statements and information other than as required by applicable laws, rules and regulations.