

**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**

February 20, 2024.

**Item 3. News Release**

News Release dated February 20, 2024 was disseminated via Stockwatch and filed on SEDAR+ on February 20, 2024.

**Item 4. Summary of Material Change**

The Company has completed the acquisition of 50% of the issued and outstanding shares of Longevity AI Inc.

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

**5.1 Full Description of Material Change**

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.

#### **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) 602-0001

**Item 9. Date of Report**

DATED at Vancouver, BC, this 20<sup>th</sup> day of February, 2024.