

**NEW WAVE HOLDINGS CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**For the year ended March 31, 2024**

## **NEW WAVE HOLDINGS CORP.**

### **MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED MARCH 31, 2024**

(All amounts expressed in Canadian dollars, unless otherwise stated)

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This Management Discussion and Analysis ("MD&A") provides a detailed analysis of the business of New Wave Holdings Corp. (the "Company") and describes its financial results for the year ended March 31, 2024. The MD&A should be read in conjunction with the audited consolidated financial statements for the year ended March 31, 2024, and related notes, which have been prepared in accordance with IFRS Accounting Standards ("IFRS"). Refer to Note 3 of the March 31, 2024 audited consolidated financial statements for disclosure of the Company's material accounting policies and a discussion of future accounting policy changes. The Company's reporting currency is the Canadian dollar and all amounts in this MD&A are expressed in the Canadian dollar. This MD&A is current as of July 29, 2024.

#### **Management's Responsibility**

The Company's management is responsible for the preparation and presentation of the consolidated financial statements and the MD&A. The consolidated financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB"). This MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators, and the Canadian Securities Exchange.

#### **COMPANY BACKGROUND**

New Wave Holdings Corp. ("the Company" or "New Wave") was incorporated under the Business Corporation Act of British Columbia on May 17, 2006. The Company's objective is to generate income and achieve long term capital appreciation through investments. The investment objective of the Company is to provide investors with long-term capital growth by investing in a portfolio of early stage or undervalued companies. It is planned that the Company will "unlock" value or "accelerate" growth of investee company as a partner.

The Company's original investment strategy was to invest in the e-sports, NFT, psychedelics, metaverse and blockchain sectors. The Company is currently focusing on the advancement and innovative excellence in artificial intelligence ("AI") and renewable energy. Our investment objectives orbit around nurturing ventures that push the boundaries of technological capabilities and also deeply resonate with humanistic values. Our focus intensifies on AI solutions that are not just technologically robust but also ethically sound and user-centric. These investments are envisioned as beacons of innovation, lighting the path for AI to benefit society comprehensively and to cultivate an AI ecosystem that aligns with our vision of harmonizing technology with humanity's broader aspirations.

The head office, principal address and records office of the Company are located at Royal Centre, Suite 1500, 1055 W Georgia Street, Vancouver, BC V6E 4N7.

On May 30, 2023, the Company completed a three old shares for one new share consolidation. All references to common shares, options, and warrants and per common share amounts have been retroactively restated to reflect this share consolidation.

Effective February 28, 2024, the Company changed its trading symbol from SPOR to NWAI.

#### **QUARTERLY HIGHLIGHTS AND SUBSEQUENT DEVELOPMENTS**

On March 5, 2024, the Company announced the resignation of Robert Birmingham as chief executive officer ("CEO") and director of the Company and appointed Sunny Ray as CEO. Mr. Ray is founder and CEO of Rosey.ai, pioneering a family-friendly artificial intelligence tool aimed at empowering individuals to effortlessly achieve their life goals and dreams.

## NEW WAVE HOLDINGS CORP.

### MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts expressed in Canadian dollars, unless otherwise stated)

During the year ended March 31, 2024, the Company advanced an aggregate amount of \$132,000 through promissory notes to Eat & Beyond Global Holdings Inc. ("Eat & Beyond"), a company with a common officer. The promissory notes will bear interest at 8% per annum. Eat & Beyond is not required to make monthly payments and the notes are due on demand. As at March 31, 2024, the Company accrued interest income of \$4,186 which is included in other receivables. Subsequent to March 31, 2024, the Company entered into a debt settlement agreement with Eat & Beyond to settle the \$132,000 promissory note. In consideration, the Company has agreed to accept 2,400,000 common shares of Eat & Beyond at a price of \$0.055 per share. Subsequent to March 31, 2024, the Company also advanced \$15,000 to Eat & Beyond with similar terms as noted above.

### OVERALL PERFORMANCE

The Company continued operations for the year ended March 31, 2024 and incurred a net loss and comprehensive loss of \$2,073,296 which is consistent in maintaining its reporting issuer status and continuous monitoring of its current investments and any potential investment opportunities. This indicates the existence of material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The Company expects to continue to raise additional funds through equity and debt financing and seek additional investment opportunities including diversifying its investment portfolio and other similar investments.

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events, including, relations between NATO and Russian Federation regarding the situation in Ukraine, the escalation of war between Israel and Hamas and potential economic global challenges such as the risk of the higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

The above material uncertainties cast significant doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent upon successful results from its investments, its ability to attain profitable operations to generate funds and/or its ability to raise equity capital or borrowings sufficient to meet its current and future obligations. Although the Company has been successful in the past in raising funds to continue operations, there is no assurance it will be able to do so in the future.

During the fourth quarter of 2024, the Company had to preserve its cash for general working capital while it re-evaluates its investments strategy and cash flows for the upcoming year.

### INVESTMENTS

The Company has the following investments as at March 31, 2024 and 2023:

	Note	Number of Shares/Units Held	Investment cost at March 31, 2024	Fair Value at March 31, 2023	Additions (Dispositions)	Net Change in investment	Fair Value at March 31, 2024
			\$	\$	\$	\$	\$
<b>Equity investments:</b>							
<b>Public</b>							
AMPD Ventures Inc.	vii	100,000	30,000	5,000	-	(4,500)	500
TGS Esports Inc.	i	1,040,000	326,000	-	-	-	-
Real Luck Group Ltd.	iv	547,298	150,000	65,676	-	(65,676)	-
Tiidal Gaming Group Inc.	iii	-	-	257,944	(275,220)	17,276	-
Way of Will Inc.	vi	212,052	143,470	-	-	-	-

**NEW WAVE HOLDINGS CORP.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED MARCH 31, 2024**

(All amounts expressed in Canadian dollars, unless otherwise stated)

<b>Level 1 investments</b>			649,470	328,620	(275,220)	(52,900)	500	
<b>Private</b>								
Playline Ltd.	ii	51,653	250,829	-	-	-	-	
Rosey Inc.	ix	51,000	200,000	-	200,000	(200,000)	-	
Longevity AI Inc.	xi	12,000,003	840,000	-	840,000	(840,000)	-	
Talon Esports Ltd.	v	681,818	405,000	1,997,727	-	-	1,997,727	
1295764 B.C. Ltd. (Pawtocol Holdings Corporation)	viii	1,500,000	3,450,000	-	-	-	-	
<b>Level 3 investments</b>			5,145,829	1,997,727	1,040,000	(1,040,000)	1,947,727	
<b>Other investment</b>								
Stardust Solar Holdings Inc. (share subscription receipts)	x	800,000	200,000	-	200,000	-	200,000	
<b>Level 3 investments</b>			200,000	-	200,000	-	200,000	
<b>Balance</b>			-	5,995,299	2,326,347	964,780	(1,092,900)	2,198,227

During the year ended March 31, 2024, the Company sold some of its investments for total proceeds of \$275,220 and recognized a realized loss of \$220,797. The Company also recognized a fair market value loss of \$872,103. These amounts are included in the net change in investment in the above noted table.

	Note	Number of Shares/Units Held	Investment cost at March 31, 2023	Fair Value at March 31, 2022	Net Change in investment	Fair Value at March 31, 2023	
			\$	\$	\$	\$	
<b>Equity investments</b>							
<b>Public</b>							
AMPD Ventures Inc.	vii	100,000	30,000	22,000	(17,000)	5,000	
TGS Esports Inc.	i	1,040,000	326,000	57,200	(57,200)	-	
Real Luck Group Ltd.	iv	547,298	150,000	120,406	(54,730)	65,676	
Tiidal Gaming Group Inc.	iii	2,866,050	496,017	436,889	(178,945)	257,944	
Way of Will Inc.	vi	212,052	143,470	14,791	(14,791)	-	
<b>Level 1 investments</b>			1,145,487	651,286	(322,666)	328,620	
<b>Private</b>							
Playline Ltd.	ii	51,653	250,829	250,829	(250,829)	-	
Talon Esports Ltd.	v	681,818	405,000	985,373	1,012,354	1,997,727	
1295764 B.C. Ltd. (Pawtocol Holdings Corporation)	viii	1,500,000	3,450,000	-	-	-	
<b>Level 3 investments</b>			4,105,829	1,236,202	761,525	1,997,727	
<b>Other investment</b>							
AMPD Ventures Inc. - warrants	vii	100,000	-	12,000	(12,000)	-	
<b>Level 3 investment</b>			-	12,000	(12,000)	-	
<b>Balance</b>			-	5,251,316	1,899,488	426,859	2,326,347

During the year ended March 31, 2023, the Company recognized a fair market value gain of \$426,859.

- i. On March 27, 2019, the Company purchased 180 common shares (18%) of Even Matchup Gaming Inc. ("EMG") for \$250,000 along with an irrevocable option to acquire an additional 31% interest, with additional terms to purchase from the Even Matchup Gaming Inc.'s existing shareholders, upwards to a maximum of 49% of all common shares. Even Matchup Gaming Inc. is a private company and its shares cannot be reliably valued using any market-derived indicators. On February 10, 2020, the Company acquired the remaining issued and outstanding shares of EMG for \$1,230,000 comprising \$550,000 cash and 2,518,518 common shares of the Company. Immediately after the completed acquisition, the Company took steps to unwind the acquisition due

**NEW WAVE HOLDINGS CORP.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED MARCH 31, 2024**

(All amounts expressed in Canadian dollars, unless otherwise stated)

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to various operational issues encountered with EMG. The Company retained 200 (20%) common shares of EMG and EMG returned the 2,518,518 common shares for cancellation. The Company had loans payable to EMG of \$400,000 which was applied to the investment.

On June 28, 2021, EMG shares were converted into 1,040,000 common shares of TGS Esports Inc. which is listed on the TSX Venture Exchange. During the year ended March 31, 2023, the fair value of the Company's investment was adjusted to \$nil as a result of certain operational and market challenges and the shares have been cease traded on the TSX venture for failure-to-file and comply with reporting requirements. As at March 31, 2024, TGS Esports Inc. shares remain halted.

- ii. On March 22, 2019, the Company purchased 51,653 common shares (less than 1%) of Playline Ltd. for \$250,829. Playline Ltd. is a private company and its shares cannot be reliably valued using any market-derived indicators. During the year ended March 31, 2023, the Company recognized a \$250,829 fair value decrease of its investment in Playline based on review of market indicators and lack of operational results from the investment. As at March 31, 2024, there has been no change in fair value.
- iii. On March 26, 2019, the Company purchased 2,000,000 common shares (approximately 4%) of Tiidal Gaming Group Inc. ("Tiidal Gaming") for \$400,000. Tiidal Gaming was a private company.

On March 11, 2019, the Company entered into an advisory agreement with Tiidal Gaming to provide strategic advisory services which have since been terminated. The Company received 250,000 stock options with an exercise price of \$0.20 for a term of five years. The options received had an estimated fair market value of \$46,017 using the Black-Scholes pricing model. During the year ended March 31, 2020, the Company exercised 250,000 stock options for an additional \$50,000 investment into Tiidal Gaming. As at March 31, 2023, there are no advisory agreement with Tiidal Gaming.

On November 15, 2021, Tiidal Game was approved for listing on the Canadian Securities Exchange and commenced trading on November 17, 2021. The Company's original 2,250,000 shares in Tiidal Gaming reflect the forward stock split based on 1.2738 post-share split for a total of 2,866,050 common shares. During the year ended March 31, 2024, the Company sold all of its investments Tiidal Gaming for total proceeds of \$275,220 and realized a loss of \$220,797 resulting from an original cost of \$496,017 less the total proceeds received.

- iv. On August 2, 2019, the Company subscribed for 7,500,000 units of Avatar One E-Sports Capital Corp. ("Avatar") at \$0.02 each for a total subscription price of \$150,000. Each unit consists of one common share of Avatar and one common share purchase warrant of Avatar, with each such warrant entitling the holder to acquire one additional Avatar common share at a price of \$0.02 for five years. In December 2020, the Company's 7,500,000 units of Avatar were exchanged into 547,298 common shares in Real Luck Group Ltd. ("Real Luck") as a result of Real Luck acquiring all of the outstanding common shares of Avatar. Real Luck Group Ltd. is listed on the Canadian Securities Exchange. During the year ended March 31, 2024, the fair value of the Company's investment was adjusted to \$nil as a result of certain operational and market challenges and the shares have been cease traded on the TSX venture for failure-to-file and comply with reporting requirements, in addition, Real Luck was downgraded to the NEX and remain suspended.
- v. On December 3, 2019, the Company purchased 681,818 common shares of Talon Esports Ltd. ("Talon") at a price of \$0.59 (USD \$0.44) per share for an aggregate investment of \$405,000 (USD \$300,000) which represents approximately 6.5% (as of March 31, 2024 – 3.5%) of Talon. Concurrently, the Company entered into an advisory agreement with Talon which since have been terminated, to provide strategic advisory services. The Company received 681,818 stock options with an exercise price of USD \$0.44 expiring May 13, 2021. The

**NEW WAVE HOLDINGS CORP.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED MARCH 31, 2024**

(All amounts expressed in Canadian dollars, unless otherwise stated)

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options received had an estimated fair market value of \$198,511 using the Black-Scholes pricing model. During the year ended March 31, 2022, the options expired unexercised and the Company adjusted the fair value of the stock options to \$Nil. The fair value of the investment into Talon at March 31, 2023 was determined by the most recent financing completed by Talon at \$2.93 (US\$2.1612) per share and as this financing is ongoing to March 31, 2024 there were no changes in fair value as at March 31, 2024. As at March 31, 2024 and 2023, there were no advisory agreements with Talon.

- vi. On December 18, 2020, the Company entered into a share exchange agreement with Way of Will Inc. ("WoW") and the shareholders of WoW to acquire 100% of the 5,000,000 of the issued and outstanding shares of Class A and Class B shares of WoW, through the issuance of 1,409,536 (28,190,725 pre-consolidated) common shares of the Company fair valued at \$3,382,887. On January 31, 2022, WoW commenced trading on the Canadian Securities Exchange. On January 19, 2022, the Company spun out 4,787,948 shares of WoW to its shareholder at a value of \$0.10 per share. As at March 31, 2023, the Company holds 212,052 shares of WoW. As at March 31, 2023 the fair value of the Company's investment was adjusted to \$nil as a result of certain operational and market challenges and the shares have been cease traded on the TSX venture for failure-to-file and comply with reporting requirements. As at March 31, 2024, WoW shares remain halted.
- vii. On November 25, 2021, the Company subscribed for 100,000 units of AMPD Ventures Inc. at a price of \$0.30 per unit. The unit consisted of one common share and one share purchase warrant entitling the Company to purchase one additional common share at a price of \$0.50 per share for a period of two years. As at March 31, 2023, the fair value of the warrants was \$nil. During the year ended March 31, 2024, the warrants expired unexercised.
- viii. On January 22, 2022, the Company completed a share exchange agreement to acquire all of the outstanding shares of a private BC Corporation and indirectly acquired Pawtocol Holdings Corp., a Delaware corporation ("Pawtocol"). As consideration the Company issued 15,000,000 common shares of the Company fair valued at \$3,450,000. On March 31, 2022, due to the decline in crypto currency, the Company recorded an impairment of \$3,450,000. As at March 31, 2024 and 2023, Pawtocol was inactive.
- ix. On October 24, 2023, the Company issued 4,000,000 common shares fair valued at \$200,000 to acquired 51% of the issued and outstanding common shares of Rosey Inc. ("Rosey") and advanced \$200,000 to Rosey (Note 8) for working capital purposes pursuant to the terms and conditions of the share exchange agreement dated September 22, 2023. The Company also has exclusive rights to purchase the remaining 49% of Rosey's outstanding shares until December 31, 2024 (the "Option Deadline Date"), as follows: (i) an additional 9% of Rosey shares upon making a cash payment of \$300,000 to Rosey as working capital on or prior to the Option Deadline Date (ii) acquire the remaining 40% of Rosey shares by paying \$2,000,000 to the remaining shareholder on or before the Option Deadline Date. As at March 31, 2024, the Company's investment was adjusted to \$nil as a result of the lack of users, Rosey was unable to raise the necessary funding to continue with its operations and to progress with the development of the AI. In addition, Rosey's financial condition cast substantial doubt in its ability to continue as a going concern. On October 24, 2023, the CEO of Rosey, became a director of the Company and on March 5, 2024, was appointed the CEO of the Company.
- x. On December 12, 2023, the Company subscribed for share subscriptions of 800,000 common shares of Stardust Solar Holdings Inc. ("Stardust") at \$0.25 per common share for a total subscription receipt of \$200,000. Stardust is a privately held British Columbia based company that is a franchisor of renewable energy installation services. Stardust has entered into an agreement with Bold Capital Enterprises Ltd. ("Bold") a capital pool company, whereby the transaction will constitute Bold's qualifying transaction which is expected to close on or before September 30, 2024. Bold will issue shares to Stardust shareholders at a deemed issued price of \$0.30

**NEW WAVE HOLDINGS CORP.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED MARCH 31, 2024**

(All amounts expressed in Canadian dollars, unless otherwise stated)

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per share. As at March 31, 2024, the fair value of stardust is reflected at \$0.25 per share, reflecting the Company's original investment as the qualifying transaction has not yet closed.

- xi. On November 22, 2023 pursuant to a share exchange agreement, and as amended on February 8, 2024, the Company entered into an agreement with the shareholders of Longevity AI Inc. ("Longevity") to acquire 50% of the issued and outstanding common shares. As consideration, the Company agreed to issue an aggregate of 12,000,003 common shares to the shareholders of Longevity on a pro-rata basis and will also issue up to 10,000,000 common shares upon Longevity's business meeting certain milestones on a pro-rata basis. As follows: 2,000,000 common shares upon the launch of Longevity's application on the Apple App Store; 2,000,000 common shares upon the launch of the application on the Google Play Store; 2,500,000 common shares upon the application achieving 10,000 users on its platform; 1,500,000 common shares upon the application achieving revenue from clinics listed thereon as feature clinics offering Longevity's services; 1,000,000 common shares upon the application 50 clinics where are listed thereon as feature clinics offering Longevity's services; and 1,000,000 common shares upon the application achieving 100 clinics which are listed thereon as feature clinics offering Longevity's services. Management assessed the probability of achieving the milestones and determined the fair value of these shares to be \$nil. On February 20, 2024, the Company issued 12,000,003 common shares fair valued at \$840,000. As at March 31, 2024, the Company's investment was adjusted to \$nil as a result of the lack of users and Longevity was unable to raise the necessary funding to continue with its operations and to progress with the development of the AI. In addition, Longevity's financial condition cast substantial doubt in its ability to continue as a going concern. Upon completion of the transaction, a director of the Company was appointed as a director of Longevity.

**Notes Receivable**

On January 26, 2022, the Company loaned \$40,000 through a promissory note to Lida Resources Inc. ("Lida"), a company with a common officer. The promissory note will bear interest at 10% interest per annum. The note bears interest at 10% per annum unless Lida is in default under the terms of the note, interest at the rate of 15% shall apply to all outstanding balance (including accrued interest) until the amounts owing under this Note is brought into good standing. Lida will not be required to make monthly payments and is due on demand. As at March 31, 2023, the Company had accrued \$4,712 in interest income. The Company has determined that the balance including accrued interest of \$44,712 was impaired as of March 31, 2023 and the full balance was written off.

On November 29, 2023, the Company advanced \$10,000 through a promissory note to Lida. The promissory note will bear interest at 10% interest per annum. Lida is not required to make monthly payments and the note is due on demand. As at March 31, 2024, the Company accrued interest income of \$339 which is included in other receivables. The Company has determined that the balance incurring interest of \$339 was impaired as of March 31, 2024 and the full balance was written off.

During the year ended March 31, 2024, the Company advanced an aggregate amount of \$132,000 through promissory notes to Eat & Beyond Global Holdings Inc. ("Eat & Beyond"), a company with a common officer. The promissory notes will bear interest at 8% per annum. Eat & Beyond is not required to make monthly payments and the notes are due on demand. As at March 31, 2024, the Company accrued interest income of \$4,186 which is included in other receivables. Subsequent to March 31, 2024, the Company entered into a debt settlement agreement with Eat & Beyond to settle the \$132,000 promissory note. In consideration, the Company has agreed to accept 2,400,000 common shares of Eat & Beyond at a price of \$0.055 per share. Subsequent to March 31, 2024, the Company also advanced \$15,000 to Eat & Beyond with similar terms as noted above.

As at March 31, 2022, the Company loaned \$638,606 (US\$500,000) through a promissory note to Pawtocol LLC, a wholly owned subsidiary of Pawtocol, an investee. No interest will accrue on the principal amount unless Pawtocol

## **NEW WAVE HOLDINGS CORP.**

### **MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED MARCH 31, 2024**

(All amounts expressed in Canadian dollars, unless otherwise stated)

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LLC is in default under the terms of this Note. If Pawtocol LLC is in default, then in addition to the other remedies available to Pawtocol LLC, interest at the rate of 10% shall apply to all outstanding balances (including accrued interest) until the amounts owing under this Note are brought into good standing. Pawtocol LLC will not be required to make monthly payments and is due on demand. On March 31, 2022, the Company wrote-off the note receivable to \$Nil following the impairment of the related investment. During the year ended March 31, 2023, the Company advanced another \$600,000 CAD and \$135,659 (US\$100,000) to Pawtocol LLC with similar terms and has recorded an impairment of \$735,659.

On May 16, 2022 the Company loaned \$65,088 and on June 1, 2022 loaned another \$10,000 through promissory notes to Way of Will Inc. ("WoW"). The notes will bear interest at 10% per annum unless WoW is in default under the terms of the note, interest at the rate of 20% shall apply to all outstanding balance (including accrued interest) until the amounts owing under this note is brought into good standing. WoW will not be required to make monthly payments and is due on demand. During the year ended March 31, 2023, the Company recorded an impairment of \$77,883 on the promissory and the accrued interest charged.

On December 18, 2023, pursuant to the terms of the investment in Rosey, the Company advanced \$200,000 as working capital. The advance is unsecured, non-interest bearing and payable on demand. On March 31, 2024, the Company wrote-down the note receivable to \$28,691 following the impairment of the related investment which was collected subsequent to March 31, 2024. On October 24, 2023, the CEO of Rosey, became a director of the Company and on March 5, 2024, was appointed the CEO of the Company.

## **LIQUIDITY AND CAPITAL RESOURCES**

In management's view, given the nature of the Company's operations, which comprises commercial esports/gaming and AI activities, investing and advising esports and AI companies in business growth, market penetration, and product expansion, the most relevant financial information relates primarily to current liquidity, solvency and planned strategic growth. The Company's ability to continue as a going concern and realize the carrying value of its assets is dependent on its continued ability to raise capital through public equity financings, and upon the generation of profits from its investments, the outcome of which cannot be predicted at this time.

At March 31, 2024, the Company had working capital of \$1,316,615, including cash and cash equivalents of \$31,338.

The Company's budget is its working capital and believes that the current capital resources is not sufficient to pay overhead expenses and make new investments for the next twelve months and continues to raise additional funding to fund its marketing and general working capital and towards potential investments, if such opportunities arise. The Company will continue to monitor the current economic and financial market conditions and evaluate their impact on the Company's liquidity and future prospects.

Since the Company may not be able to generate cash from its operations in the foreseeable future, the Company will have to rely on the issuance of shares or the exercise of options and warrants to fund ongoing operations and investments. The ability of the Company to raise capital will depend on market conditions and it may not be possible for the Company to issue shares on acceptable terms or at all.

The Company manages its capital structure in order to ensure sufficient resources are available to meet operational requirements and safeguard its ability to continue as a going concern. There are no externally imposed capital requirements on the Company. Management considers the items included in shareholders' equity (deficit) and working capital as capital. The Company manages the capital structure and makes adjustments in response to changes in economic conditions, including the risk characteristics of the underlying assets. The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the operation



**NEW WAVE HOLDINGS CORP.**

**MANAGEMENT’S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED MARCH 31, 2024**

(All amounts expressed in Canadian dollars, unless otherwise stated)

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of the Company. To secure additional capital necessary to pursue these plans, the Company intends to raise additional funds through equity or debt financing.

Share Capital Activities

On August 3, 2023, the Company completed a private placement of 8,076,766 common shares at a price of \$0.065 per share for gross proceeds of \$524,990. In connection to the financing, the Company incurred \$19,234 in share issue costs related to legal fees.

On October 24, 2023, pursuant to its investment in Rosey, the Company issued 4,000,000 common shares at a fair value of \$200,000.

On January 3, 2024, pursuant to debt settlement agreement, the Company issued 1,575,000 common shares to settle \$94,500 in debt.

On February 8, 2024, the Company issued 12,000,003 common shares to acquire 50% interest in Longevity AI Inc. that was fair value at \$840,000.

**OUTSTANDING SHARE DATA**

The following share capital as of date of this document is:

	<b>Balance</b>
Common Shares	35,865,801
Stock-options	913,889

**RESULTS OF OPERATION**

During the year ended March 31, 2024, the Company incurred a net loss of \$2,073,296 compared to the net loss of \$1,078,961 for the year ended March 31, 2023. The Company recognized an unrealized loss on investments of \$872,103 in the current year as compared to the unrealized gain on investment of \$426,859 for the comparable year and recognized realized loss on the sale of investments for \$220,797 in the current year compared to \$nil in the comparable year.

The Company had total expenses of \$803,666 for the current year compared to the total expenses of \$659,898 for the comparable year, an increase of approximately \$144,000. The increase in total expenses can be attributed to the increase in consulting fees. During the year, consulting fees increased to \$418,281 from \$256,865 for the comparable year as the Company engaged in new consultant to become the Company’s Chief Innovation Officer to the Company and to provide services to its investments as required.

The above increase was offset by the decrease in share-based payments. Share-based payments have decreased to \$Nil from \$126,000, as the Company did not grant new stock options during the current year.

During the current year, the Company was maintaining its reporting issuer status and evaluating potential investment strategy and monitoring its cash flows.

**NEW WAVE HOLDINGS CORP.****MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED MARCH 31, 2024**

(All amounts expressed in Canadian dollars, unless otherwise stated)

**OUTLOOK**

In the Company's upcoming fiscal year ending March 31, 2024, the Company will seek to focus on the advancement and innovative excellence in artificial intelligence ("AI"). These investments are envisioned as beacons of innovation, lighting the path for AI to benefit society comprehensively and to cultivate an AI ecosystem that aligns with our vision of harmonizing technology with humanity's broader aspirations.

**SELECTED QUARTERLY INFORMATION FOR MOST RECENT COMPLETED QUARTERS**

	Mar. 31, 2024	Dec. 31, 2023	Sep. 30, 2023	Jun. 30, 2023	Mar. 31, 2023	Dec. 31, 2022	Sep. 30, 2022	Jun. 30, 2022
	\$	\$	\$	\$	\$	\$	\$	\$
Net income (loss)	(1,499,478)	(238,215)	(179,309)	(156,294)	(435,704)	98,510	(499,384)	(242,383)
Basic income (loss) per share	(0.05)	(0.01)	(0.01)	(0.02)	(0.04)	0.01	(0.05)	(0.02)
Diluted income (loss) per share	(0.05)	(0.01)	(0.01)	(0.02)	(0.04)	0.01	(0.05)	(0.02)

Due to rounding, the figures for the Company's loss per share may not add up to the amount disclosed in the Company's consolidated financial statements.

Included in the net loss for June 30, 2022 was the recognition of \$123,974 loss on the remeasurement of its investment. Included in the net loss for September 30, 2022 was the recognition of \$276,854 loss on the remeasurement of its investments and the recording of share-based payments of \$126,000 on stock options granted during the quarter. Included in the net income for December 31, 2022 was the recognition of \$1,032,337 gain on remeasurement of its fair value plus the impairment of its note receivables of \$858,254 from Pawtocol and WoW. Included in the net loss for March 31, 2023 was an write-off of accounts payable of \$5,463. Included in the net loss for June 30, 2023 was the recognition of \$35,690 loss on the remeasurement of its investment. Included in the net loss for September 30, 2023 was the recognition of \$16,067 gain on the remeasurement of its investment. Included in the net loss for December 31, 2023, was the recognition of \$220,797 realized loss on investments as the Company sold its investment in Tiidal Gaming. Included in the net loss for March 31, 2024, was the recognition of \$1,040,000 in loss on the remeasurement of its investment in Rosey and Longevity.

**FOURTH QUARTER**

During the fourth quarter ended March 31, 2024, the Company recorded a net loss of \$1,499,478 as compared to the net loss of \$435,704 for the comparable quarter. The increase in the net loss in the current fourth quarter can be attributed to the write-off of its investment in Rosey and Longevity due to the market's condition, Rosey and Longevity was unable to raise the necessary funding to continue with its operations. Rosey's and Longevity's financial condition cast substantial doubt in its ability to continue as a going concern.

**NEW WAVE HOLDINGS CORP.****MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED MARCH 31, 2024**

(All amounts expressed in Canadian dollars, unless otherwise stated)

**SELECTED ANNUAL INFORMATION FOR MOST RECENT COMPLETED YEARS**

	<b>March 31, 2024</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
	\$	\$	\$
<b>Income Statement</b>			
Net loss	(2,073,296)	(1,078,961)	(6,456,527)
Loss per share (basic and diluted)	(0.11)	(0.11)	(1.52)
<b>Balance Sheet</b>			
Total investments	2,198,227	2,326,347	1,899,488
Total assets	2,515,713	2,446,499	3,163,407
Total long-term liabilities	-	-	-

Included in the net loss for March 31, 2022 is the recording of the write-off of investments in Pawtocol of \$3,450,000 and the write-off of its note receivable to Pawtocol of \$638,606. Included in the net loss for March 31, 2023 is the recording of impairment of note receivables of \$813,542 from Pawtocol and WoW and write-off of investment of Playline in the amount of \$250,829. Included in the net loss for March 31, 2024 is the recording of the write-off of investments in Rosey and Longevity.

**FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

The following table summarizes the carrying value of financial assets and liabilities as at March 31, 2024 and 2023:

	<b>March 31, 2024</b>	<b>March 31, 2023</b>
	\$	\$
<b>Fair value through profit or loss</b>		
Investments	2,198,227	2,326,347
Notes receivable – Rosey	28,691	-
<b>Amortized cost</b>		
Cash and cash equivalents	31,338	32,201
Note receivable – Eat & Beyond	132,000	-
Accounts payable and accrued liabilities	911,450	653,919
Share subscriptions to be returned	10,010	10,010
Loan payable	155,780	142,196
Debentures	121,858	103,474

**Fair value measurement**

As at March 31, 2024, financial instruments that are measured at amortized cost on the consolidated statement of financial position are represented by cash and cash equivalents, account payable and accrued liabilities, loan payable, share subscriptions to be returned, and convertible debentures. The fair values of these financial instruments approximate the carrying value due to their short-term nature.

Financial assets and liabilities that are recognized on the consolidated statement of financial position at fair value can be classified in a hierarchy that is based on the significance of the inputs used in making the measurements.

**NEW WAVE HOLDINGS CORP.****MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED MARCH 31, 2024**

(All amounts expressed in Canadian dollars, unless otherwise stated)

The levels in the hierarchy are:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

The Company's financial assets measured at fair values through profit or loss are as follows:

<b>March 31, 2024</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Investments				
Public investments	500	-	-	500
Private investments	-	-	2,197,727	2,197,727
	500	-	2,197,727	2,198,227
Note receivables	-	28,691	-	28,691
	<b>500</b>	<b>28,691</b>	<b>1,997,727</b>	<b>2,226,918</b>

<b>March 31, 2023</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Investments				
Public investments	328,620	-	-	328,620
Private investments	-	-	1,997,727	1,997,727
	328,620	-	1,997,727	2,326,347

**Management of Industry and Financial Risk**

The Company's financial instruments are exposed to certain financial risks, which include the following:

*Credit risk*

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk at March 31, 2024 is on its bank account. All of its cash is deposited in a bank account held with a major bank in Canada. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies. The maximum exposure to credit risk is the carrying amount of the Company's financial instruments.

*Foreign exchange risk*

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to significant foreign exchange risk.

*Liquidity risk*

**NEW WAVE HOLDINGS CORP.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED MARCH 31, 2024**

(All amounts expressed in Canadian dollars, unless otherwise stated)

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Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time.

The Company's main source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

*Price risk*

Equity price risk is the risk of potential loss to the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. As at March 31, 2024, the Company's equity investments of \$2,198,227, are subject to fair value fluctuations. If the fair value of the Company's investments had decreased/increased by 10% with all other variables held constant, loss and comprehensive loss for the year ended March 31, 2024 would have been approximately \$220,000 higher/lower.

*Capital Management*

Management's objective is to manage its capital to ensure that there are adequate capital resources to safeguard the Company's ability to continue as a going concern through the optimization of its capital structure. The capital structure consists of share capital and working capital. In order to achieve this objective, management makes adjustments to it in light of changes in economic conditions and risk characteristics of the underlying assets. To maintain or adjust capital structure, management may invest its excess cash in interest bearing accounts of Canadian chartered banks and/or raise additional funds externally as needed. The Company is not subject to externally imposed capital requirements. The Company's management of capital did not change during the year ended March 31, 2024.

*Fair Value*

The fair value of the Company's financial assets and liabilities approximate the carrying amount wither due to their short-term nature or because the interest rates applied to measure their carrying amount approximate current market rates.

**RELATED PARTY TRANSACTIONS**

Related party transactions were in the normal course of operations and measured at the exchange amount, which is the amount established and agreed to by the related parties. Key management personnel are the persons responsible for planning, directing and controlling the activities of the Company, and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

Transactions with key management and directors

The Company incurred the following transactions for the nine months ended December 31, 2023 and 2022, with companies controlled by officers of the Company:

	<b>March 31,</b>	<b>March 31,</b>
	<b>2024</b>	<b>2023</b>
	<b>\$</b>	<b>\$</b>
Consulting fees	136,000	96,000
Share-based payments	-	40,000
	<b>136,000</b>	<b>136,000</b>

## **NEW WAVE HOLDINGS CORP.**

### **MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED MARCH 31, 2024**

(All amounts expressed in Canadian dollars, unless otherwise stated)

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#### **Related parties balances**

As at March 31, 2024, the Company owed \$44,400 to companies controlled by a current and a former officer of the Company (2023 – \$4,200) for unpaid consulting fees which is included within accounts payable and accrued liabilities. The amount owing is unsecured, non-interest bearing and due on demand.

#### Note Receivables

On January 26, 2022, the Company loaned \$40,000 through a promissory note to Lida Resources Inc. ("Lida"), a company with a common officer. The note bears interest at 10% per annum unless Lida is in default under the terms of the note, interest at the rate of 15% shall apply to all outstanding balance (including accrued interest) until the amounts owing under this Note is brought into good standing. Lida will not be required to make monthly payments and is due on demand. As at March 31, 2023, the Company had accrued \$4,712 in interest income. The Company has determined that the balance including accrued interest of \$44,712 was impaired as of March 31, 2023 and the full balance was written off.

On November 29, 2023, the Company advanced \$10,000 through a promissory note to Lida. The promissory note will bear interest at 10% interest per annum. Lida is not required to make monthly payments and the note is due on demand. As at March 31, 2024, the Company accrued interest income of \$339 which is included in other receivables. The Company has determined that the balance incurring interest of \$339 was impaired as of March 31, 2024 and the full balance was written off.

During the year ended March 31, 2024, the Company advanced an aggregate amount of \$132,000 through promissory notes to Eat & Beyond Global Holdings Inc. ("Eat & Beyond"), a company with a common officer. The promissory notes will bear interest at 8% per annum. Eat & Beyond is not required to make monthly payments and the notes are due on demand. As at March 31, 2024, the Company accrued interest income of \$4,186 which is included in other receivables. Subsequent to March 31, 2024, the Company entered into a debt settlement agreement with Eat & Beyond to settle the \$132,000 promissory note. In consideration, the Company has agreed to accept 2,400,000 common shares of Eat & Beyond at a price of \$0.055 per share. The Company also advanced \$15,000 to Eat & Beyond with similar terms as noted above subsequent to March 31, 2024.

#### **Off-Balance Sheet Transactions**

The Company has not entered into any significant off-balance sheet arrangements or commitments.

#### **CRITICAL ACCOUNTING ESTIMATES**

##### **Significant estimates and assumptions**

The preparation of the consolidated financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

##### **Significant estimates**

Estimates and assumptions where there is significant risk of material adjustments to the statement of financial position in future accounting periods include the recoverability and measurement are as follows:

**NEW WAVE HOLDINGS CORP.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED MARCH 31, 2024**

(All amounts expressed in Canadian dollars, unless otherwise stated)

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Valuation of investments

Investment transactions are recorded on a trade date basis. The cost of investments represents the amount paid for each investment and is determined on an average cost basis excluding transaction costs. The Company classifies its investments as fair value through profit or loss, with unrealized gains and losses recognized in profit or loss. The fair value of the Company's investments as at the financial reporting date are determined as follows: Common shares in quoted companies – All securities listed on a recognized public stock exchange are generally valued at their last bid price. Options and warrants – The options and warrants are valued at fair value using the Black-Scholes pricing model which considers factors such as market value of the underlying security, strike price, volatility and expected life. Investments in private companies and other investments – When the fair values of financial assets and financial liabilities recorded on the consolidated statements of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible, but where observable market data is not available, judgement is required to establish fair value.

**Significant judgments**

The preparation of the consolidated financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements are as follows:

Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay its ongoing operating expenditures and meet its liabilities for the ensuing year involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

Investment entity

Management has applied judgement in determining whether the Company meets the criteria required under IFRS 10, in order to be classified as an investment entity.

**PROPOSED TRANSACTIONS**

NA

**SUBSEQUENT EVENTS**

Subsequent to March 31, 2024, the Company entered into a debt settlement agreement with Eat & Beyond to settle the \$132,000 promissory note. In consideration, the Company has agreed to accept 2,400,000 common shares of Eat & Beyond at a price of \$0.055 per share. Subsequent to March 31, 2024, the Company also advanced \$15,000 to Eat & Beyond with similar terms as noted above.

**NEW ACCOUNTING STANDARDS AND AMENDMENTS EFFECTIVE FOR FUTURE PERIODS**

Certain new standards, interpretations, and amendments to existing standards have been issued by the IASB or IFRC that are mandatory for accounting years beginning after January 1, 2024, or later years. New accounting pronouncements that are not applicable or are not consequential to the Company have been excluded in the preparation of these consolidated financial statements.

**NEW WAVE HOLDINGS CORP.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED MARCH 31, 2024**

(All amounts expressed in Canadian dollars, unless otherwise stated)

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**RISKS AND UNCERTAINTIES**

***Wars***

The Company's business financial condition and results of operations may be further negatively affected by economic and other consequences from Russia's military action against Ukraine and the sanctions imposed in response to that action in late February 2022 and the war escalation between Hamas and Israel. While the Company expects any direct impacts, of the conflict in the Ukraine and Israel, to the business to be limited, the indirect impacts on the economy and on different industries in general could negatively affect the business.

***Going Concern***

As at March 31, 2024, the Company has an accumulated deficit of \$33,705,935 (2023 – \$31,632,639 deficit), no source of operating cash flow and no assurance that sufficient funding will be available. Management has the option to raise funds through a combination of equity and/or debt financing, along with a sale of investments. The success of these plans will depend upon the ability of the Company to generate cash flows from its portfolio investments. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary, should the Company be unable to continue as a going concern.

***Sector Specific Investment Risks***

The Company seeks a high return on investment opportunities on its psilocybin and esports sectors ("Sectors"). Thus, the Company is exposed to investment risks relating to these Sectors which is generally more volatile than the overall market. Investing in these Sectors can be speculative in nature and the value of the Company's investments may be subject to significant fluctuations. Such businesses entail a degree of risk, regardless of the skill and experience of the corporation's management. The assets, earnings and share values of corporations involved in these sectors are subject to risks associated with the world prices of related products, economic cycles, exchange rates, taxation changes and political events. Government restrictions can also be factors.

***Regulatory Risks***

The Company's investment in the psilocybin sector operate in a new industry which is highly regulated, highly competitive and evolving rapidly. As such, new risks may emerge, and management may not be able to predict all such risks or be able to predict how such risks may result in actual results differing from the results contained in any forward-looking statements. The Company's investments incur ongoing costs and obligations related to regulatory compliance. Failure to comply with regulations may result in additional costs for corrective measures, penalties or in restrictions of operations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company's investment and, therefore, on the Company's prospective returns.

The industry is subject to extensive controls and regulations, which may significantly affect the financial condition of market participants. The marketability of any product may be affected by numerous factors that are beyond the control of the Company which cannot be predicted, such as changes to government regulations, including those relating to taxes and other government levies which may be imposed. Changes in government levies, including taxes, could reduce the Company's earnings and could make future capital investments or the Company's operations uneconomic. The industry is also subject to numerous legal challenges, which may significantly affect the financial condition of market participants and which cannot be reliably predicted.

***Limited Operating History***

The Company has limited operating history as an investment company and has had limited success in its investment sectors. The Company and its business prospects must be viewed against the background of the risks, expenses and



**NEW WAVE HOLDINGS CORP.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED MARCH 31, 2024**

(All amounts expressed in Canadian dollars, unless otherwise stated)

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problems frequently encountered by companies in the early stages of their development, particularly companies in new and rapidly evolving markets such as the psilocybin sector. There is no certainty that the Company will be able to operate profitably.

***Key Personnel***

The Company is dependent upon the continued availability and commitment of its management, whose contributions to immediate and future operations are of significant importance. The loss of any such management could negatively affect the Company's business operations. From time to time, the Company will also need to identify and retain additional skilled management to efficiently operate its business. Recruiting and retaining qualified personnel is critical to the Company's success and there can be no assurance of its ability to attract and retain such personnel. If it is not successful in attracting and training qualified personnel, the Company's ability to execute its business model and growth strategy could be affected, which could have a material and adverse impact on its profitability, results of operations and financial condition.

***Lack of Control or significant influence over Companies in which the Company Invests***

In certain cases, the Company invests or may invest in securities of companies that the Company does not control or influence. These investments will be subject to the risk that the company in which the investment is made may make business, financial or management decisions with which the Company does not agree or that the majority stakeholders or management of the company may take risks or otherwise act in a manner that does not serve the Company's interests. If any of the foregoing were to occur, the values of investments by the Company could decrease and the Company's financial condition and cash flow could suffer as a result.

***Due Diligence***

The due diligence process undertaken by the Company in connection with investments that it makes or wishes to make may not reveal all relevant facts in connection with an investment. Before making investments, the Company will conduct due diligence investigations that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence investigations, the Company may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence investigations and making an assessment regarding an investment, the Company will rely on resources available, including information provided by the target of the investment and, in some circumstances, third party investigations. The due diligence investigations that are carried out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such investigation will not necessarily result in the investment being successful.

***Fluctuations in the Value of the Company and the Common Shares***

The net asset value of the Company and market value of its common shares will fluctuate with changes in the market value of the Company's investments. Such changes in value may occur as the result of various factors, including general economic and market conditions, the performance of corporations whose securities are part of the Company's investment portfolio and changes in interest rates which may affect the value of interest-bearing securities owned by the Company. There can be no assurance that shareholders will realize any gains from their investment in the Company and may lose their entire investment.

***Need to Manage Growth***

The Company could experience rapid growth in revenues, personnel, complexity of administration and in other areas. There can be no assurance that the Company will be able to manage the impact that growth could place on the Company's administrative infrastructure, systems and controls. If the Company is unable to manage future growth

**NEW WAVE HOLDINGS CORP.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED MARCH 31, 2024**

(All amounts expressed in Canadian dollars, unless otherwise stated)

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effectively, the Company's business, operations and operating results and financial condition may be materially adversely affected.

**MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

The information provided in this report is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.

**ADDITIONAL INFORMATION**

Additional information relating to the Company, is available on the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR+") website at [www.sedarplus.ca](http://www.sedarplus.ca).