

**NEW WAVE HOLDINGS CORP.**  
(formerly New Wave Esports Corp.)

Suite 1500 – 1055 West Georgia Street  
Vancouver, BC V6E 4N7  
Tel: 604 602-0001

[www.newwavecorp.com](http://www.newwavecorp.com)

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TAKE NOTICE** that an In Person / Teleconference Call Annual General and Special Meeting (the “**Meeting**”) of the shareholders of **New Wave Holdings Corp.** (the “**Company**”) will be held in the Fraser Boardroom at the offices of McMillan, LLP, 1500 - 1055 West Georgia Street, Vancouver, British Columbia, on Thursday, November 7, 2024 at 10:00 a.m. (Pacific Time).

The Company is offering Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call at the following coordinates:

**Canada Toll Free: 1 855 244 8677**  
**US Toll Free: 1 855 282 6300**  
**Access Code: 2772 828 1168**

The Meeting is to be held for the following purposes:

1. To receive the consolidated financial statements of the Company for its financial years ended March 31, 2024 and 2023, the report of the auditor thereon and the related management discussion and analysis;
2. To set the number of directors to be elected to the Board of Directors at three (3).
3. To elect directors of the Company for the ensuing year;
4. To appoint the auditor of the Corporation for the ensuing year and to authorize the directors to fix the auditor’s remuneration (see Management Information Circular - *Appointment of the Auditor*); and
5. To ratify and approve the Company’s Stock Option Plan dated October 24, 2019 for continuation until the next annual general meeting of the Company;
6. To ratify and approve the Company’s Restricted Share Unit Plan dated October 24, 2019 for continuation until the next annual general meeting of the Company; and
7. To consider and, if thought appropriate, approve a special resolution authorizing an amendment of the articles of the Company to consolidate the issued and outstanding common shares of the Company at a ratio of up to ten (10) pre-consolidation common shares for every one (1) post-consolidation common share, as and when determined by the board of directors of the Company, the full text of which is set out in the accompanying management information circular.

At the Meeting shareholders may be asked to consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting

or any adjournment thereof. The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting, is supplemental to, and is expressly incorporated into and is a part of, this Notice of Annual General and Special Meeting.

**Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of Proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of Proxy and in the Information Circular.**

**Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy and in the Information Circular to ensure that such shareholder's shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.**

Only Shareholders of record at the close of business on October 3, 2024 (the “**Record Date**”) will be entitled to vote at the Meeting, and, except as otherwise determined from time to time by directors of the Company, no Shareholders becoming such after the Record Date will be entitled to receive notice of and vote at the Meeting or any adjournment thereof or to be treated as a Shareholder of record for purposes of such other action.

Electronic copies of this Notice, the Information Circular, and the form of Proxy may be found on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

**DATED** at Vancouver, British Columbia, as at October 3, 2024.

**BY ORDER OF THE BOARD**

*/s/ “Sunny Ray”*

**Sunny Ray**  
**Chief Executive Officer and Director**