

NEW WAVE HOLDINGS CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the six months ended September 30, 2024

NEW WAVE HOLDINGS CORP.**MANAGEMENT’S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2024**

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

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 six months ended September 30, 2024. The MD&A should be read in conjunction with the condensed interim consolidated financial statements for the six months ended September 30, 2024 and 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 November 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 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.

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

OVERALL PERFORMANCE

The Company continued operations for the six months ended September 30, 2024 and incurred a net loss and comprehensive loss of \$199,922 while maintaining its reporting issuer status and continuous monitoring of its current investments and any potential investment opportunities. 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.

During the first two quarter of 2025, 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 September 30, 2024 and March 31, 2024:

	Note	Number of Shares/Units Held	Investment cost at September 30, 2024	Fair Value at March 31, 2024	Additions	Net Change in investment	Fair Value at September 30, 2024
			\$	\$	\$	\$	\$
Equity investments:							
Public							
AMPD Ventures Inc.	vii	100,000	30,000	500		(500)	-
Eat & Beyond Global Holdings Inc.	xii	2,400,000	132,000	-	132,000	(12,000)	120,000
TGS Esports Inc.	i	1,040,000	326,000	-		-	-
Real Luck Group Ltd.	iv	547,298	150,000	-		-	-
Way of Will Inc.	vi	212,052	143,470	-		-	-
Level 1 investments			649,470	500	132,000	(500)	120,000
Private							
Playline Ltd.	ii	51,653	250,829	-	-	-	-
Rosey Inc.	ix	51,000	200,000	-	-	-	-
Longevity AI Inc.	xi	12,000,003	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	-	-	-	-
Level 3 investments			5,145,829	1,947,727	-	-	1,997,727
Other investment							
Stardust Solar Holdings Inc. (share subscription receipts)	x	800,000	200,000	200,000	-	-	200,000
Level 3 investments			200,000	200,000	-	-	200,000
Balance			5,995,299	2,198,227	132,000	(500)	2,317,727

During the six months ended September 30, 2024, recognized a fair market value loss of \$500 (September 30, 2023 - \$19,623). The amount is included in the net change in investment in the above noted table.

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

	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
			\$	\$	\$	\$	\$
Equity investments:							
Public							
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	-	-	-	-
Level 1 investments			649,470	328,620	(275,220)	(52,900)	500
Private							
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	-	-	-	-
Level 3 investments			5,145,829	1,997,727	1,040,000	(1,040,000)	1,947,727
Other investment							
Stardust Solar Holdings Inc. (share subscription receipts)	x	800,000	200,000	-	200,000	-	200,000
Level 3 investments			200,000	-	200,000	-	200,000
Balance		-	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.

Significant InvestmentsTalon Esports Ltd.

On December 3, 2019, the Company acquired 681,818 shares of Talon Esports Ltd. at \$0.59 (USD \$0.44) per share, totaling \$405,000 (USD \$300,000), representing about 6.5% (3.5% as of March 31, 2024) of Talon. At the same time, the Company entered an advisory agreement with Talon, which has since ended, and received 681,818 stock options with a USD \$0.44 exercise price, expiring May 13, 2021. The options had a fair value of \$198,511 based on the Black-Scholes 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.

Talon is a leading esports and gaming lifestyle platform headquartered in Hong Kong. The brand was established in 2017 and currently operate ten esports titles across Asia Pacific including in Thailand, Taiwan, the Philippines, Indonesia and South Korea. The principal activities of Talon are to participate in sporting competition and investment holding.

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As per the audited consolidated financial statements for the year ended December 31, 2023, Talon's revenue increased to US\$6.4Million from US\$2.1Million for the year ended December 31, 2022. During the year ended December 31, 2023, Talon had a gross profit percentage of 12% compared to the gross loss percentage of 47% for the prior year. The net loss for the year ended December 31, 2023, decreased to US\$1.8Million from US\$4.1Million.

Revenue growth was driven by strong performances across multiple titles, leading to a significant rise in publisher fees, boosted digital asset sales, and franchise marketing incentives. Sponsorships surged as Talon expanded deal sizes and added new partners. Talon anticipates 2024 will be a record year, with revenues expected to exceed all prior levels and a strong likelihood of profitability. Key risks include growing competition in esports, as increased investment in rival teams could impact prize money consistency. Talon mitigates this by focusing on brand distinction, cultivating a unique culture, and prioritizing top talent acquisition to stand out in the industry.

In an investor update for the nine months ended September 30, 2024, Talon has reported revenue at US\$6.2 Million which is approx. 53% of total revenue goals for the year. For the rest of the year, Talon anticipates increased revenue driven by publisher feed earnings and a strong lineup of sponsorship deals. The financials for the nine months ended September 30, 2024, are not available to the Company.

Talon has an ongoing funding for US\$40Million and the shares were valued at US\$2.16 (\$2.93CAD). To date, Talon has raised US\$750,000.

The other significant factors that impact the valuation of the investment in Talon include major corporate, political, or operational events affecting its outlook, potential management changes, and financial concerns suggesting it may not continue as a going concern. Currently, no such indicators are present to impact the investment's valuation.

The fair value of the investment into Talon at September 30, 2024 and March 31, 2024 was determined by the most recent financing completed by Talon at \$2.93 (US\$2.1612) per share and as this financing is ongoing.

Stardust Solar Holdings Inc.

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, a private company in British Columbia, franchises renewable energy installation services. It provides brand and business support to entrepreneurs entering the renewable energy sector. Stardust franchisees install and maintain clean energy systems for residential and commercial clients, using products like solar PV, energy storage, and EV supply equipment. The company also offers franchisees centralized services, including marketing, sales, engineering, planning, customer service, and project management.

On December 27, 2023, Stardust has entered into an amalgamation agreement to acquire Bold Capital Enterprises Ltd. (TSXV.P) for approximately CAD 20.4 million in a reverse merger transaction. This transaction will result in the formation of a new entity named Stardust Solar Energy Inc. (the "Resulting Issuer"), which will be listed as a Tier 2 Technology Issuer on the Exchange. The Resulting Issuer will

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issue an aggregate of 51,304,012 Resulting Issuer Shares to Stardust shareholders at a deemed issue price of CAD 0.30 per share, valuing Stardust at approximately CAD 15.4 million.

As at March 31, 2024, Stardust has working capital of \$978,579 and for the three months ended March 31, 2024, the net loss per shares is \$0.004 compared to \$0.0001 for the three months ended March 31, 2023.

Stardust offers an exceptional growth opportunity through its innovative franchising model, strategic partnerships, and strong North American presence. As Canada's largest solar training provider, Stardust is CSA and NABCEP-approved, delivering industry-leading training for renewable energy professionals. With over 2,500 trained experts and 30+ franchise territories, Stardust is the region's fastest-growing solar franchise. The company's expansion is fueled by rising demand for renewable energy and the rapidly growing U.S. solar market, valued at \$60.1 billion in 2023.

The other significant factors that impact the valuation of the investment in Stardust include major corporate, political, or operational events affecting its outlook, potential management changes, and financial concerns suggesting it may not continue as a going concern. Currently, no such indicators are present to impact the investment's valuation.

On October 7, 2024, Stardust commenced trading on the TSX Venture Exchange under the symbol "SUN".

As at September 30, 2024 and March 31, 2024, the fair value of stardust is reflected at \$0.25 per share, reflecting the Company's original investment.

Longevity AI Inc.

Longevity AI Inc. ("Longevity") leverages science and technology to enhance global health by providing a platform for real-time patient health monitoring, designed for hospitals and medical organizations. With personalized AI-driven recommendations, Longevity AI aims to improve life expectancy and quality of life for diverse populations.

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 to acquire 50% of the issued and outstanding common shares. As consideration, the Company issued an aggregate of 12,000,003 common shares to the shareholders of Longevity on February 20, 2024 at a fair value of \$840,000 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.

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Management assessed the probability of achieving the milestones and due to going concern, it is determined the fair value of these shares to be \$Nil. In addition, upon completion of the transaction, a director of the Company was appointed as a director of Longevity.

As at March 31, 2024, Longevity had a working capital deficiency of approx. \$16,000 and as at December 31, 2023, the working capital deficiency was approx. \$10,000. For the three months ended March 31, 2024, Longevity incurred a net loss of \$6,584 and for the year ended December 31, 2023, Longevity incurred a net loss of \$32,876.

In a recent update from Longevity, it was stated that they need more financial resources to maintain their activities and reach their goals. Longevity's software is underdeveloped and is unable to generate positive cash flow at the moment.

Since further funding from the Company is not available, Longevity has decided to temporarily suspend all operations until they can secure the necessary internal funding.

The other significant factors that impact the valuation of the investment in Longevity include major corporate, political, or operational events affecting its outlook, potential management changes, and financial concerns suggesting it may not continue as a going concern. Currently, based on the information provided, Longevity's financial condition cast substantial doubt in its ability to continue as a going concern.

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. As at September 30, 2024, the Company's investment in Longevity remains \$Nil as Longevity continues to face operational and financial challenges, with no material progress in the AI development.

For other investment disclosures, please refer to the condensed interim consolidated financial statement for the six months ended September 30, 2024.

Notes Receivables

On December 18, 2023, pursuant to the terms of the investment in Rosey, the Company advanced \$200,000 as working capital. The advance was 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. This amount was collected during the six months ended September 30, 2024.

During the year ended March 31, 2024, the Company advanced an aggregate amount of \$132,000 and on June 27, 2024, the Company advanced another \$15,000 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. During the six months ended September 30, 2024, the Company accrued interest income of \$3,064 and as at September 30, 2024, the Company has an interest receivable of \$7,250 (March 31, 2024 - \$4,186) which is included in other receivables. On July 4, 2024, the Company entered into a debt settlement agreement with Eat & Beyond to settle the \$132,000 promissory notes. In consideration, the Company has agreed to accept 2,400,000 common shares of Eat & Beyond at a price of \$0.055 per share. As at September 30, 2024, the Company has included these shares as part of its investment. Accordingly, the Company has

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recorded these shares at its fair value amount of \$120,000 and recognized an unrealized loss of \$12,000 as of September 30, 2024 in the statement of operations.

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 September 30, 2024, the Company had working capital of \$1,116,693, including cash and cash equivalents of \$14,165.

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

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Share Capital Activities

N/A

OUTSTANDING SHARE DATA

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

	Balance
Common Shares	35,865,801
Stock-options	871,667

RESULTS OF OPERATION

During the three months ended September 30, 2024:

During the three months ended September 30, 2024, the Company incurred a net loss of \$122,649 as compared to the net loss of \$179,309 for the three months ended September 30, 2023. There were no changes to the fair value of the investment in the current quarter as compared to an unrealize gain of \$16,067 for the comparable quarter.

The Company had total expenses of \$111,496 for the current quarter as compared to total expenses of \$195,707 for the comparable quarter, a decrease of approximately \$84,000. The decrease in total expenses is mainly due to the decrease in consulting fees from \$104,300 to \$42,000 in the current quarter due to cash constraints. All other costs are consistent with maintaining the Company’s reporting issuer status and evaluating potential investment strategy and monitoring its cash flows.

During the six months ended September 30, 2024:

During the six months ended September 30, 2024, the Company incurred a net loss of \$199,922 as compared to the net loss of \$335,603 for the six months ended September 30, 2023. The changes in fair value of the investments were nominal in the current quarter as compared to an unrealize loss of \$19,623 for the six months ended September 30, 2023.

The Company had total expenses of \$198,063 for the six months ended September 30, 2024 as compared to total expenses of \$316,311 for the six months ended September 30, 2023, a decrease of approximately \$118,000. The decrease in expenses can be attributed to cash constraints as the Company had to scale back its costs and maintain the Company’s reporting issuer status and continue to evaluate potential investment strategy and monitoring its cash flows.

OUTLOOK

In the Company’s upcoming fiscal year ending March 31, 2025, 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.

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SELECTED QUARTERLY INFORMATION FOR MOST RECENT COMPLETED QUARTERS

	Sep. 30, 2024	Jun. 30, 2024	Mar. 31, 2024	Dec. 31, 2023	Sep. 30, 2023	Jun. 30, 2023	Mar. 31, 2023	Dec. 31, 2022
	\$	\$	\$	\$	\$	\$	\$	\$
Net income (loss)	(122,649)	(77,273)	(1,499,478)	(238,215)	(179,309)	(156,294)	(435,704)	98,510
Basic income (loss) per share	(0.00)	(0.00)	(0.05)	(0.01)	(0.01)	(0.02)	(0.04)	0.01
Diluted income (loss) per share	(0.00)	(0.00)	(0.05)	(0.01)	(0.01)	(0.02)	(0.04)	0.01

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 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. Included in the net loss for June 30, 2024 was the recognition of \$500 loss on the remeasurement of its investment. Included in the net loss for September 30, 2024 was an accrual for additional year end audit fee.

FOURTH QUARTER

N/A

SELECTED ANNUAL INFORMATION FOR MOST RECENT COMPLETED YEARS

	March 31, 2024	March 31, 2023	March 31, 2022
	\$	\$	\$
Income Statement			
Net loss	(2,073,296)	(1,078,961)	(6,456,527)
Loss per share (basic and diluted)	(0.11)	(0.11)	(1.52)
Balance Sheet			
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.

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FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The following table summarizes the carrying value of financial assets and liabilities as at June 30 and March 31, 2024:

	September 30, 2024	March 31, 2024
	\$	\$
Fair value through profit or loss		
Investments	2,317,727	2,198,227
Notes receivable – Rosey	-	28,691
Amortized cost		
Notes receivable – Eat & Beyond	15,000	132,000
Cash and cash equivalents	14,165	31,338
Accounts payable and accrued liabilities	947,125	911,450
Share subscriptions to be returned	10,010	10,010
Loan payable	162,572	155,780
Debentures	131,050	121,858

Fair value measurement

As at September 30, 2024, financial instruments that are measured at amortized cost on the condensed interim 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 condensed interim 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.

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:

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September 30, 2024	Level 1	Level 2	Level 3	Total
	\$		\$	\$
Investments	120,000	-	-	120,000
Private investments		-	2,197,727	2,197,727
	120,000	-	2,197,727	2,317,727

March 31, 2024	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
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
	500	28,691	1,997,727	2,226,918

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 September 30, 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

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

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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 September 30, 2024, the Company's equity investments of \$2,317,727 are subject to fair value fluctuations. If the fair value of the Company's equity investments had decreased/increased by 10% with all other variables held constant, loss and comprehensive loss for the six months ended September 30, 2024 would have been approximately \$230,000 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 period ended September 30, 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 six months ended September 30, 2024 and 2023, with companies controlled by current and former directors and officers of the Company:

	For the six months ended	
	September	
	2024	2023
	\$	\$
Consulting fees	24,000	48,000
	24,000	48,000

As at September 30, 2024, the Company owed \$59,600 to the CEO and companies controlled by a current and a former officer of the Company (March 31, 2024 - \$44,400) 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.

NEW WAVE HOLDINGS CORP.**MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2024**

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

Related parties balances

As at September 30, 2024, the Company owed \$59,600 to the CEO and companies controlled by a current and a former officer of the Company (March 31, 2024 - \$44,400) 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 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 \$340 which is included in other receivables. The Company has determined that the balance including interest of \$340 was impaired as of March 31, 2024 and the full balance was written off.

On December 18, 2023, pursuant to the terms of the investment in Rosey, the Company advanced \$200,000 as working capital. The advance was 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. This amount was collected during the six months ended September 30, 2024.

During the year ended March 31, 2024, the Company advanced an aggregate amount of \$132,000 and on June 27, 2024, the Company advanced another \$15,000 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. During the six months ended September 30, 2024, the Company accrued interest income of \$3,064 and as at September 30, 2024, the Company has an interest receivable of \$7,250 (March 31, 2024 - \$4,186) which is included in other receivables. On July 4, 2024, the Company entered into a debt settlement agreement with Eat & Beyond to settle the \$132,000 promissory notes. In consideration, the Company has agreed to accept 2,400,000 common shares of Eat & Beyond at a price of \$0.055 per share. As at September 30, 2024, the Company has included these shares as part of its investment. Accordingly, the Company has recorded these shares at its fair value amount of \$120,000 and recognized an unrealized loss of \$12,000 as of September 30, 2024 in the statement of operations.

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.

NEW WAVE HOLDINGS CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2024

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

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:

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 EVENT

Subsequent to September 30, 2024, 42,222 stock options expired unexercised.

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

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accounting pronouncements that are not applicable or are not consequential to the Company have been excluded in the preparation of these consolidated financial statements.

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 escalation of war in the Middle East. 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 September 30, 2024 the Company has an accumulated deficit of \$33,905,857 (March 31, 2024 - \$33,705,935 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

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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 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.

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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 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.