

FORM 51-102F3

Material Change Report

1. Name and Address of Company

Sixth Wave Innovations Inc. ("**Sixth Wave**" or the "**Company**")
Suite 830 - 1100 Melville Street
Vancouver, B.C. V6E 4A6

2. Date of Material Change

November 29, 2019

3. News Release

A press release reporting the material change described in this report was issued through Newsfile Corp. on December 3, 2019 and filed on SEDAR.

4. Summary of Material Change

Sixth Wave announced that at a previously announced meeting held on November 29, 2019, the holders of its outstanding Subscription Receipts issued on July 26, 2019 (the "**Subscription Receipts**"), passed a special resolution extending the Escrow Release Deadline as defined in the Subscription Receipt Agreement governing the Subscription Receipts.

5. Full Description of Material Change

The Company announced that at a previously announced meeting held on November 29, 2019, the holders of its outstanding Subscription Receipts passed a special resolution extending the Escrow Release Deadline as defined in the Subscription Receipt Agreement governing the Subscription Receipts, from 4:00 p.m. (Vancouver time) on November 30, 2019 to 4:00 p.m. (Vancouver time) December 31, 2019, or such later date on or before January 31, 2020 as the Company and PI Financial Corp., as the Lead Agent under the Subscription Receipt Agreement, may agree.

The Subscription Receipts were issued as part of a financing required under the merger agreement dated September 7, 2018, as amended (the "**Merger Agreement**"), among the Company, 6th Wave Acquisition Inc., a wholly owned subsidiary of the Company, and 6th Wave Innovations Corp. Pursuant to the Subscription Receipt Agreement, in the event that certain Release Conditions, including receipt of approval (the "**Listing Approval**") by the Canadian Securities Exchange ("**CSE**") for the listing of the Common Shares of the Company and satisfaction of other conditions to the Merger, are not satisfied on or before the Release Deadline, the Subscription Receipts will automatically be cancelled, and the proceeds of the private placement of the Subscription Receipts, plus applicable interest, will be returned to the holders of the Subscription Receipts.

The Company continues to work diligently with the CSE towards the Listing Approval and closing of the Merger.

This material change report includes certain statements that may be deemed "forward-looking statements including statements relating to the pending merger transaction. All statements in this release, other than statements of historical facts, that address future events or developments that the Company expects, are forward looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual events or developments may differ materially from those in forward-looking statements. Such forward-looking statements necessarily involve known and unknown risks and uncertainties, which may cause Atom's actual performance and financial results in future periods to differ materially from any projections of future performance or results expressed or implied by such forward-looking statements. These risks and uncertainties include, among other things, Sixth Wave failing to satisfy the escrow release conditions related to the Subscription Receipts; or Sixth Wave failing to close the merger transaction.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

No significant facts remain confidential in, and no information has been omitted from, this report on the basis that it is confidential information.

8. Executive Officer

For further information please contact:

John Veltheer
Chief Executive Officer
Sixth Wave Innovations Inc.
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9. Date of Report

December 5, 2019