

FORM 6

CERTIFICATE OF COMPLIANCE

TO: CANADIAN SECURITIES EXCHANGE (“CSE”)

Next Green Wave Holdings Inc. (the “Listed Issuer”) hereby certifies to CSE that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in Policy 1).

Date: December 12, 2019

Signed: cs// “Mathew Jewell”
(Signature)

Matthew Jewell
(Print Name)

CFO
(Print Office)