

FORM 9**NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED
SECURITIES****(or securities convertible or exchangeable into listed securities¹)**

Name of Listed Issuer:	Symbol(s):
Next Green Wave Holdings Inc. (the "Issuer").	NGW

Date: December 13, 2019 Is this an updating or amending Notice: X Yes _ NoIf yes provide date(s) of prior Notices: November 22, 2019Issued and Outstanding Securities of Issuer Prior to Issuance: 158,003,522 .**Pricing**Date of news release announcing proposed issuance: November 22, 2019 or

Date of confidential request for price protection: _____

Closing Market Price on Day Preceding the news release: \$0.135 or

Day preceding request for price protection: _____

ClosingNumber of securities to be issued: 6,666,667 Common SharesIssued and outstanding securities following issuance: 164,670,189**Part 1. Private Placement****Table 1A – Summary**

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
Grand Cayman	2	\$0.15	\$500,000
Bermuda	1	\$0.15	\$500,000
Total number of purchasers:	3		
Total dollar value of distribution in all jurisdictions:			\$1,000,000

- (b) Number of securities eligible to be purchased on exercise of warrants (or options) N/A
- (c) Exercise price N/A
- (d) Expiry date N/A

7. Provide the following information if debt securities are to be issued:

- (a) Aggregate principal amount N/A
- (b) Maturity date N/A
- (c) Interest rate N/A
- (d) Conversion terms N/A
- (e) Default provisions N/A

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):

- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A
- (b) Cash N/A
- (c) Securities N/A
- (d) Other N/A
- (e) Expiry date of any options, warrants etc. N/A
- (f) Exercise price of any options, warrants etc. N/A

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship N/A

10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).

N/A

11. State whether the private placement will result in a change of control.

N/A

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. N/A

Part 2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: N/A

2. Provide details of the acquisition including the date, parties to and type of agreement (e.g.: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: _____
N/A

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

(a) Total aggregate consideration in Canadian dollars: N/A

(b) Cash: N/A

(c) Securities (including options, warrants etc.) and dollar value: N/A

(d) Other: N/A

(e) Expiry date of options, warrants, etc. if any: N/A

(f) Exercise price of options, warrants, etc. if any: N/A

(g) Work commitments: N/A

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
N/A

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____
_____ **N/A** _____ .

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows: **N/A**

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: **N/A**
_____ .

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): **N/A.**

(b) Cash _____ **N/A** _____ .

(c) Securities _____ **N/A** _____ .

(d) Other _____ **N/A** _____ .

(e) Expiry date of any options, warrants etc. _____ **N/A** _____ .

(f) Exercise price of any options, warrants etc. _____ **N/A** _____ .

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. **N/A**

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. **N/A**

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. the Issuer has obtained the express written consent of each applicable individual to:
 - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
 - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
4. The undersigned hereby certifies to the Exchange 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 CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated December 13, 2019.

Matthew Jewell

Name of Director or Senior
Officer

/s/ "Matthew Jewell"

Signature

DocuSigned by:
Matthew Jewell
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CFO

Official Capacity