FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: **Next Green Wave Holdings Inc** (the "Issuer").

Trading Symbol: **NGW**

Date: February 8, 2019

1. New Options Granted:

Date of Grant: February 5, 2019

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Valerie Nicholson	Consultant	Y	450,000	$0.57	February 5th, 2024	450,000
Paul Chow	Director	Y	450,000	$0.57	February 5th, 2024	1,450,000
Michael Jennings	Director	Y	550,000	$0.57	February 5th, 2024	1,550,000
Leigh Hughes	Director	Y	450,000	$0.57	February 5th, 2024	1,450,000
Bill Grewal	Investor Relations	N	150,000	$0.57	February 5th, 2021	150,000
Andrew Yeoman	Investor Relations	N	200,000	$0.57	February 5th, 2021	200,000
Jerry Astor	Consultant	N	150,000	$0.57	February 5th, 2021	150,000
Eugeonio Koudriachov	Consultant	N	150,000	$0.57	February 5th, 2021	150,000
Aimee Turner	Employee	N	100,000	$0.57	February 5th, 2024	100,000
Karolina Klukowski	Employee	N	150,000	$0.57	February 5th, 2024	350,000

Matthew Jewell	Employee	N	150,000	$0.57	February 5th, 2024	500,000
			2,950,000			

Total Number of optioned shares proposed for acceptance: **2,950,000**

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares(1)	Exercise Price	Original Date of Grant	Expiry Date
Chris Brown	100,000	$0.75	Oct. 17, 2018	Oct. 17, 2021
Jodie Carlisle	200,000	$0.75	Oct. 17, 2018	Oct. 17, 2021
Craig Schneider	250,000	$0.75	Oct. 17, 2018	Oct. 17, 2021
Jasbir Gill	250,000	$0.75	Oct. 17, 2018	Oct. 17, 2021
Grace Sharma	125,000	$0.75	Oct. 17, 2018	Oct. 17, 2021
Victor Altomare	125,000	$0.75	Oct. 17, 2018	Oct. 17, 2021
Shayne Corson	250,000	$0.75	Oct. 17, 2018	Oct. 17, 2021
CFN Global Corp.	78,000	$0.75	Oct. 17, 2018	Oct. 17, 2021
Karolina Klukowski	200,000	$0.75	Oct. 17, 2018	Oct. 17, 2021
Michael Jennings	1,000,000	$0.35	April 18, 2018	April 17, 2023
Paul Chow	1,000,000	$0.35	April 18, 2018	April 17, 2023
Leigh Hughes	1,000,000	$0.35	April 18, 2018	April 17, 2023
David Wilson	700,000	$0.35	April 18, 2018	April 17, 2023
Peter Adamek	200,000	$0.35	April 18, 2018	April 17, 2023
Gordon Jang	200,000	$0.35	April 18, 2018	April 17, 2023
Darryl Yea	300,000	$0.35	April 18, 2018	April 17, 2023
Matt Sroka	100,000	$0.35	April 18, 2018	April 17, 2023
Harmony Corporate Services	50,000	$0.35	April 18, 2018	April 17, 2023
Chris Brown	25,000	$0.35	April 18, 2018	April 17, 2023
Sam Towler	50,000	$0.35	April 18, 2018	April 17, 2023
Matthew Jewell	350,000	$0.60	July 24, 2018	July 24, 2023

(1) Set out number of optioned shares for each grant with different terms.

3. Additional Information

(a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held. **NA**

(b) State the date of the news release announcing the grant of options.

February 8, 2019

(c) State the total issued and outstanding share capital at the date of grant or amendment.

120,743,124

(d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

The issuer has a 10% rolling option plan – the Company has 12,074,312 options it is able to grant of which 9,503,000 (7.87%) have been issued and 2,571,312 (2.13%) are remaining.

(e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

2,571,312

(f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

NA

(g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

NA

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.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. 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 CNSX Policy 1).

4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated February 8, 2019

Leigh Hughes
Name of Director or Senior Officer

Signature

Executive Chairman
Official Capacity