

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: **January 09, 2020****1. New Options Granted:**Date of Grant: **January 09, 2020**

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
David Wilson	Director	Y	850,000	\$0.15	January 9, 2025	0
Rob Dzisiak	Director/ Officer	Y	850,000	\$0.15	January 9, 2025	0
			1,700,000			

Total Number of optioned shares proposed for acceptance: **1,700,000**

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Matthew Jewell	1,250,000	\$0.15	November 21, 2019	November 21, 2024
Todd Hybels	1,000,000	\$0.15	November 21, 2019	November 21, 2024
Glen Harder	850,000	\$0.15	November 21, 2019	November 21, 2024
Caroline Klukowski	250,000	\$0.15	November 21, 2019	November 21, 2024
Josh Callicott	100,000	\$0.15	November 21, 2019	November 21, 2024
Pamela Lindsay	40,000	\$0.15	November 21, 2019	November 21, 2024
Michelle Littlewood	40,000	\$0.15	November 21, 2019	November 21, 2024
	3,530,000			

(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. **Shareholders approved the Option plan at the AGM held June 27, 2019**

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

January 9, 2019

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

164,670,189

- (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 16,467,019 options it is able to grant of which 5,230,000 (40%) have been issued allowing for 11,037,019 remaining to be issued

- (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.

11,037,019

- (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.

On September 9, 2019- 2,000,000 commons shares and 1,000,000 Share purchase warrants pursuant to the Sale of Units issued at \$0.25.

On December 13, 2019 – 6,666,667 commons shares were issued at \$0.15.

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 January 10, 2020

Matthew Jewell
Name of Director or Senior Officer

DocuSigned by:

Signature
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Chief Financial Officer
Official Capacity