

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):
New Wave Holdings Corp. (the "Issuer").	SPOR

Date: May 11, 2020

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Issuance: 30,035,308 .

Pricing

Date of news release announcing proposed issuance: April 21, 2020 and May 5, 2020
or

Date of confidential request for price protection: N/A

Closing Market Price on Day Preceding the news release: \$0.06

Day preceding request for price protection: N/A

Closing

Number of securities to be issued: Up to 10,000,000 post-consolidated common shares in connection with the Private Placement and up to 24,500,000 post-consolidated common shares in connection with the Transaction

Issued and outstanding securities following issuance: Up to 64,535,308 (upon issuance of the shares upon completion of the Private Placement and the Transaction)

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction

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6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to listings@thecse.com with an appendix that includes the information in Table 1B for ALL places.

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
To be determined			
Total number of purchasers:			
Total dollar value of distribution in all jurisdictions:			

Table 1B – Related Persons

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) (CDN\$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date ⁽¹⁾	Describe relationship to Issuer ⁽²⁾
To be determined							

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

- Total amount of funds to be raised: Up to \$1,000,000 .
- Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material.

The Issuer intends to use the proceeds from the Private Placement in connection with its investment in Anahit Therapeutics Ltd. For greater certainty, the Issuer has agreed to use \$350,000 of the proceeds from the Private Placement as an unsecured non-interest bearing loan to Anahit Therapeutics Ltd.

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3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer:
Not applicable .
4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities.
Not applicable .
5. Description of securities to be issued: Units (each Unit is comprised of one common share and one common share purchase warrant (each a "Warrant")
 - (a) Class Post-consolidated Common Shares (the "Shares") .
 - (b) Number Up to 10,000,000 .
 - (c) Price per security \$0.10 .
 - (d) Voting rights Yes, one vote per share held .
6. Provide the following information if warrants, (options) or other convertible securities are to be issued:
 - (a) Number Not applicable .
 - (b) Number of securities eligible to be purchased on exercise of warrants (or options) Not applicable .
 - (c) Exercise price Not applicable .
 - (d) Expiry date Not applicable .
7. Provide the following information if debt securities are to be issued:
 - (a) Aggregate principal amount Not applicable .
 - (b) Maturity date Not applicable .
 - (c) Interest rate Not applicable .
 - (d) Conversion terms Not applicable .
 - (e) Default provisions Not applicable .
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.):

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- (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):

To be determined

- (b) Cash

7% cash finder's fees

- (c) Securities

7% finder's warrants

- (d) Other Not applicable

- (e) Expiry date of any options, warrants etc. \$0.10

- (f) Exercise price of any options, warrants etc. 12 months from date of issuance

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

Not applicable.

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

The Issuer is completing the Private Placement in connection with its investment (the "Investment") in Anahit Therapeutics Ltd. pursuant to a share exchange agreement dated May 4, 2020. Please refer to the Issuer's news releases of April 21, 2020 and May 5, 2020 for further details regarding the Investment.

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

No.

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.

Not applicable.

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13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities.

Confirmed.

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:

50% of the outstanding Class A shares (the “Class A Shares”) and 100% of the Class B shares (the “Class B Shares”) in the capital of Anahit Therapeutics Ltd. (“Anahit”), a subsidiary of Anahit International Corp. Anahit is an emerging market entity, focused on the burgeoning psychedelic and cannabis sectors, that is committed to bridging the gap between the developing and developed markets. The Issuer’s investment in Anahit marks its first investment outside of the esports industry.

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: 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:

The Issuer signed a share exchange agreement dated May 4, 2020 with Anahit pursuant to which the Issuer will acquire 50% of the outstanding Class A Shares and 100% of the Class B Shares in consideration for the issuance of 24,500,000 common shares (“Payment Shares”) in the capital of the Issuer (the “Transaction”). 10,000,000 Payment Shares will be issued to Anahit International Corp. as the sole shareholder of the Class A Shares, and 14,500,000 Payment Shares will be issued to the holders of Class B Shares. The Issuer will also issue to Anahit 500,000 common share purchase warrants (“Payment Warrants”) exercisable at \$0.10 for three years from date of closing (“Closing”).

The Issuer has also agreed to provide an unsecured, non-interest bearing loan in the principal amount of \$350,000 to Anahit (the “Loan”) with a maturity date of 12 months from funding of the Loan.

On May 8, 2020, the Issuer completed a name change and share consolidation on the basis of one post-consolidated Share for each three pre-consolidated Shares. Prior to completion of the Transaction, the Issuer will also complete a private placement of shares at \$0.10 per share (Please refer to Part 1 of this Form 9).

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: Deemed value of \$2,450,000 .
- (b) Cash: Not applicable .
- (c) Securities (including options, warrants etc.) and dollar value: 24,500,000 Payment Shares at a deemed value of \$0.10 per Payment Share (10,000,000 Payment Shares will be issued to Anahit as the sole shareholder of the Class A Shares, and 14,500,000 Payment Shares will be issued to the holders of Class B Shares) .
- 500,000 common share purchase warrants (“Payment Warrants”)
- (d) Other: Not applicable .
- (e) Expiry date of options, warrants, etc. if any: May 12, 2023 .
- (f) Exercise price of options, warrants, etc. if any: \$0.10 .
- (g) Work commitments: Not applicable .
3. State how the purchase or sale price was determined (e.g. arm’s-length negotiation, independent committee of the Board, third party valuation etc).
- Arm’s length negotiation
4. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: Not applicable
5. 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:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
Please see attached Schedule “A”						

(1) Indicate if Related Person

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6. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

The Issuer intends to rely on: (a) representations and warranties in the Agreement; (b) execution of officer's certificate indicating truth and accuracy of such representations and warranties; and (c) investigation of books, records and central securities register of Anahit

7. 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):

2710989 Ontario Limited

- (b) Cash Not applicable

- (c) Securities 1,500,000 Class B Shares issued by Anahit prior to Closing, which will be exchanged for common shares of the Issuer in connection with the Transaction.

- (d) Other Not applicable

- (e) Expiry date of any options, warrants etc. Not applicable

- (f) Exercise price of any options, warrants etc. Not applicable

8. 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. Not applicable

9. 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. Not applicable

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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 May 11, 2020.

Trumbull Fisher
Name of Director or Senior
Officer

"Trumbull Fisher"
Signature

President
Official Capacity

Appendix A

PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, “CSE or the “Exchange”) collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange’s obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street – 9th Floor, Toronto, ON, M5J 2W4.

Schedule "A"

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
Anahit International Corp. <ul style="list-style-type: none"> • Darren Carrigan, COO • Frank Bellotti, Also Fgu Capital & Belotti Capital • Riccardo Forno • Sameet Kanade, CEO • Destine Lee 	10,000,000 Payment Shares	\$0.10	N/A	Section 2.16 of NI 45-106	N/A	N/A
Johnathan Dewdney	416,500 Payment Shares	\$0.10	N/A	Section 2.16 of NI 45-106	N/A	N/A

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Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
1143277 BC Ltd. • Karamveer Thakur	2,400,000 Payment Shares	\$0.10	N/A	Section 2.16 of NI 45-106	N/A	N/A
Jeff Wust	75,000 Payment Shares	\$0.10	N/A	Section 2.16 of NI 45-106	N/A	N/A
Jayco Consulting Ltd. • Allan Gold	1,000,000 Payment Shares	\$0.10	N/A	Section 2.16 of NI 45-106	N/A	N/A
Kelvin Lee	75,000 Payment Shares	\$0.10	N/A	Section 2.16 of NI 45-106	N/A	N/A
2601326 Ontario Inc. • Nawel Seth	667,000 Payment Shares	\$0.10	N/A	Section 2.16 of NI 45-106	N/A	N/A
Ravinder Kang	300,000 Payment Shares	\$0.10	N/A	Section 2.16 of NI 45-106	N/A	N/A
1917478 Ontario Corp. • Julian Bharti	1,000,000 Payment Shares	\$0.10	N/A	Section 2.16 of NI 45-106	N/A	N/A
Amardeep Purewal	100,000 Payment Shares	\$0.10	N/A	Section 2.16 of NI 45-106	N/A	N/A

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Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer⁽¹⁾
Grace Sharma	1,000,000 Payment Shares	\$0.10	N/A	Section 2.16 of NI 45-106	N/A	N/A
Hanifmohamed Hirji	3,000,000 Payment Shares	\$0.10	N/A	Section 2.16 of NI 45-106	N/A	N/A
SC Strategy Consult • Bjorn Paffrath	500,000 Payment Shares	\$0.10	N/A	Section 2.16 of NI 45-106	N/A	N/A
Romanpreet Jaswal	50,000 Payment Shares	\$0.10	N/A	Section 2.16 of NI 45-106	N/A	N/A
Peter Cunningham	416,500 Payment Shares	\$0.10	N/A	Section 2.16 of NI 45-106	N/A	N/A
Cannalife Capital Corp. • Karamveer Thakur	1,900,000 Payment Shares	\$0.10	N/A	Section 2.16 of NI 45-106	N/A	N/A
Andre Doerk	100,000 Payment Shares	\$0.10	N/A	Section 2.16 of NI 45-106	N/A	N/A
2710989 Ontario Limited • Raghav Thakur	1,500,000 Payment Shares	\$0.10	N/A	Section 2.16 of NI 45-106	N/A	N/A

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