

## FORM 10

### NOTICE OF PROPOSED SIGNIFICANT TRANSACTION

Name of Listed Issuer: New Wave Esports Corp. (the "Issuer").

Trading Symbol: NWES

Issued and Outstanding Securities of the Issuer Prior to Transaction: 77,692,033

Date of News Release Fully Disclosing the Transaction: The Significant Transactions (as such term is defined in CSE Policy 7 Significant Transactions) listed do not constitute material information of the Issuer, with the exception of the Significant Transaction with Ubika Corporation which was disclosed in a news release dated October 25, 2019.

#### 1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. 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 entered into agreements with service providers for investor relations activities as follows:

- Relations Publiques Paradox Inc. is engaged for a 6 month term at \$7,500 per month to provide services organizing roadshows for attendance by the Issuer and introducing stockbrokers to the Issuer;
- Edge.Investments is engaged for a 3 month term at \$6,000 per month to produce video content and organize social media marketing for the Issuer;
- Midas Letter Financial Group Ltd. ("Midas Letter") was previously engaged to provide services producing video content for social media marketing campaigns to raise awareness of the Issuer's business and the esports industry, and may in addition to such services now provide investor relations services by conducting social media marketing that may include promotion of the Issuer's securities, for a term of 12 months. A one-time fee of \$100,000 was paid at the onset of the

engagement of Midas Letter by the Issuer's wholly owned subsidiary, New Wave Holdings (BC) Corp. ("SubCo") prior to the completion of the acquisition of SubCo by the Issuer, and as such no fees remain payable by the Issuer for these services;

- Ubika Corporation is engaged for a 3 month term at \$9,166.67 per month as well as a one-time issuance of 183,333 common shares in the capital of the Issuer (the "Common Shares") at an issue price of \$0.15 per Common Share for an aggregate issue price of \$27,500, to provide investor relations services to, and research regarding, the Issuer;
- InvestorsHub.com, Inc. is engaged for a 1 month term for a payment of \$10,000 to provide advertising on its website and post the news releases of the Issuer; and
- Stockhouse Publishing Ltd. is engaged by the Issuer to provide advertising and content through its online platform as part of a one-time promotional package for a payment of \$5,000.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:

- (a) Total aggregate consideration in Canadian dollars: \$133,000 (for all Significant Transactions listed, excluding Midas Letter engagement for which one-time fee was fully pre-paid by Subco).
- (b) Cash: \$105,500 (for all Significant Transactions listed, excluding Midas Letter engagement for which one-time fee was fully pre-paid by Subco).
- (c) Other: \$27,500 aggregate value of Common Shares issued (for the Significant Transaction with Ubika Corporation).
- (d) Work commitments: not applicable .

3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

The consideration was determined via arm's length negotiation between the Issuer and the service providers noted above.

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4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: not applicable
5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: not applicable
6. 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 transaction (including warrants, options, etc.): Not applicable
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): \_\_\_\_\_
- (b) Cash \_\_\_\_\_
- (c) Other \_\_\_\_\_
7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship. Not applicable
8. If applicable, indicate whether the transaction 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

## 2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: Not applicable

### 3. 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. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
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 CNSX Policy 1).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated October 28, 2019.

Trumbull Fisher  
Name of Director or Senior  
Officer

"Trumbull Fisher"  
Signature

President  
Official Capacity