

**Form 51-102F3**  
**Material Change Report**

**Item 1            Name and Address of Company**

Lords & Company Worldwide Holdings Inc. (the “**Company**”)  
#300-1055 West Hastings Street  
Vancouver, BC V6E 2E9

**Item 2            Date of Material Change**

January 31,2022

**Item 3            News Release**

The new releases related to the Material Change were disseminated on the following dates: January 18, 2022, and January 31,2022, through the facilities of Stockwatch and subsequently filed on SEDAR.

**Item 4            Summary of Material Change**

February 7, 2022 (the “Effective Record Date”), Lords & Company Worldwide Holdings Inc. effected a consolidation of its common shares on the basis of ten (10) pre-consolidation common shares for one (1) post-consolidation common share. No fractional shares were issued as a result of the share consolidation. Fractional interests of 0.5 or greater were rounded up to the nearest whole number of shares and fractional interests of less than 0.5 were rounded down to the nearest whole number of common shares.

**Item 5            Full Description of Material Change**

See attached news releases for full description of Material Change.

**Item 6            Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

**Item 7            Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8            Executive Officer**

Chris Farnsworth is knowledgeable about the material change and the Report and may be contacted (604) 609-6171

**Item 9            Date of Report**

February 9,2022



**A LIFESTYLE BRANDING COMPANY  
CSE: LRDS | OTCQB: LRDSF | FSE: 4XM**

For Immediate Release

January 31, 2022

**LORDS & COMPANY WORLDWIDE HOLDINGS CORP.  
ANNOUNCES APPROVAL OF SHARE CONSOLIDATION**

**Vancouver, B.C January 31, 2022 – Lords & Company Worldwide Holdings Inc. (“Lords” or the “Company”) (CSE: LRDS) (OTCQB: LRDSF) (FSE: 4XM), announces that the Canadian Securities Exchange (the “CSE”) has approved a share consolidation of the Company’s issued and outstanding common shares (“Shares”) at a ratio of ten (10) pre-consolidated Shares to one (1) post-consolidation Share (the “Consolidation”), as previously announced on January 18, 2022.**

All shareholders of record on February 7, 2022, will be entitled to the Consolidation. The Shares of the Company will commence trading on the CSE on a Consolidated basis effective as of the commencement of trading on February 4, 2022 (the “Effective Date”). The new CUISP number assigned to the Company’s shares following the Consolidation is 54404Q200 (ISIN: CA54404Q2009).

As of the date of this news release, there are currently 87,027,899 Shares of the Company outstanding. Following completion of the Consolidation, the Company will have approximately 8,702,790 Shares outstanding.

Following completion of the Consolidation, shareholders of the Company who hold Shares represented by a physical certificate or DRS statement will receive a letter of transmittal from the transfer agent for the Company, Olympia Trust Company, with instructions on how to exchange their existing certificates or DRS statements for post-Consolidation certificates or DRS statements.

**ON BEHALF OF LORDS & COMPANY WORLDWIDE HOLDINGS INC.**

(signed) “*Chris Farnworth*”  
Chief Executive Officer

**For further information, please contact:**  
Lords & Company Worldwide Holdings Inc.

<https://lordsholdings.com/>

Telephone: 604-609-6171

*Neither the Canadian Securities Exchange (the “CSE”) nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.*



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**Cautionary Note Regarding Forward-Looking Statement**

*All statements in this press release, other than statements of historical fact, are “forward-looking information” with respect to the Company within the meaning of applicable securities laws, including with respect to its plans to consolidate its issued and outstanding common shares at a ratio of ten (10) pre-consolidated shares to one (1) post-consolidation share. The Company provides forward-looking statements for the purpose of conveying information about current expectations and plans relating to the future and readers are cautioned that such statements may not be appropriate for other purposes. By its nature, this information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved. These risks and uncertainties include but are not limited to those identified and reported in the Company’s public filings under the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com). Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise unless required by law.*



**A LIFESTYLE BRANDING COMPANY**  
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For Immediate Release

January 18, 2022

## **LORDS & COMPANY WORLDWIDE HOLDINGS CORP. ANNOUNCES AGM RESULTS**

**Vancouver, B.C January 18, 2022 – Lords & Company Worldwide Holdings Inc. (formally Pac Roots Cannabis Corp.) (“Lords” or the “Company”) (CSE: LRDS) (OTCQB: LRDSF) (FSE: 4XM)**, is pleased to announce the results of voting at its Annual General Meeting held Friday, January 14, 2022. Shareholders voted in favour of all items put forward by the Board of Directors (“the Board”) and Management.

Shareholders voted in favour of the election of all director nominees: Christopher Farnworth, Matthew McGill, and Chad Clelland.

Shareholders also voted in favour of (i) the appointment of Crowe MacKay LLP as auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration; (ii) the adoption of new company articles, in the form provided in the Company’s management information circular dated December 13, 2021, a copy of which are available on the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

The Company will no longer proceed with the consolidation of its shares announced on November 25, 2021 and will instead now seek to consolidate its shares on a 10-old for one-new ratio (the “Consolidation”), consolidating its 87,027,899 currently outstanding shares to 8,702,790 shares. The Consolidation is subject to the approval of the Canadian Securities Exchange. The post-Consolidation common shares of the Company will have a new CUSIP and ISIN number.

The Company will not be issuing fractional shares as a result of the Consolidation. Instead, all fractional shares equal or greater to one-half will be rounded to the next whole share. The Company’s outstanding stock options will be adjusted upon completion of the Consolidation.

As previously advised, a letter of transmittal will be sent to the registered shareholders providing instructions to surrender the share certificates evidencing their pre-consolidated common shares for replacement certificates representing the number of post-consolidated common shares they are entitled to as a result of the Consolidation. Until surrendered, each certificate representing the pre-consolidated common shares will be deemed to represent the number of post-consolidated common shares of the Company that the holder thereof is entitled to as a result of the Consolidation.

Update to the announcement on November 25, 2021, news release, regarding the signing of a letter of intent with **LORDS OF GASTOWN MOTORCYCLE COMPANY INC** (“Gastown”) pursuant to which the Company proposes to acquire all the issued and outstanding shares of Gastown in consideration of the issuance of common shares of the Company for a value to be determined based on a third-party valuation.



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Gastown is a well-established Cannabis Motorcycle lifestyle cannabis and apparel brand with a tremendous following and acumen that spawned from the vision of Tyler Hazelwood, founder, and director of Lords of Gastown. The acquisition is subject to the completion of the aforementioned independent valuation report, due diligence, completion of audited financials, execution of definitive agreements on or before March 30<sup>th</sup>, 2022. The Company will provide further updates regarding the transaction and its terms upon the execution of a definitive agreement.

In other news, the Company announced that as of January 4<sup>th</sup>, 2022, Anna Dalairé has resigned as the company's Corporate Secretary and VP of Corporate Communication. Nicole Lacson will undertake the role of Corporate Secretary as of January 4<sup>th</sup>, 2022.

Nicole has over 15 years of experience in business and legal administration and brings a wealth of experience to the team in supporting venture issuers through corporate and securities matters. Specialized in financings, reverse-takeover transactions, acquisitions, shareholder meetings, governance, and stock exchange compliance, her clients depend on her wide range of skills. Earlier in her career, Nicole worked for the executive offices of Uranium Energy Corp. and Goldmining Inc., where she provided office administration and investor relations support to its management team. Nicole was the paralegal for TAAT Global Alternatives Inc. from May, 2019 to August 2020, where she provided high-level support to its management team during its acquisition of TAAT International and Canadian Securities Exchange listing.

**ON BEHALF OF LORDS & COMPANY WORLDWIDE HOLDINGS INC.**

(signed) "*Chris Farnworth*"  
Chief Executive Officer

**For further information, please contact:**  
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Certain statements included in this press release constitute forward-looking information or statements (collectively, "forward-looking statements"), including those identified by the expressions "anticipate", "believe", "plan", "estimate", "expect", "intend", "may", "should" and similar expressions to the extent they relate to the Company or its management. The forward-looking statements are not historical facts but reflect current expectations regarding future results or events. This press release contains forward looking statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties, and other factors.

Statements about the Company's future branded lifestyle apparel are all forward-looking information.

Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions which are difficult to predict. Factors that could cause the actual results to differ materially from those in forward-looking statements include failure to obtain a Cannabis Act license in a timely manner or at all, the continued availability of capital and financing, and general economic, market or business conditions, including the effects of COVID-19. Forward-looking statements contained in this press release are expressly qualified by this cautionary statement. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance, or achievements to be materially different from those implied by such statements. Although such statements are based on management's reasonable assumptions, there can be no assurance that the statements will prove to be accurate or that management's expectations or estimates of future developments, circumstances or results will materialize. The Company assumes no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by law. Readers should not place undue reliance on the Company's forward-looking statements.



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