

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address

Lords & Company Worldwide Holdings Inc. (the “**Company**”)
800 – 1199 West Hastings Street
Vancouver, BC V6E 3T5

Item 2 Date of Material Change

May 20,2022

Item 3 News Release

The news release related to the Material Change was disseminated on the May 20,2022 through the facilities of Stockwatch and subsequently filed on SEDAR.

Item 4 Summary of Material Change

May 20, 2022, the Company completed the third and final tranche (the “Third Tranche”) of its non-brokered private placement (the “Private Placement”) of 3,711,916 units (the “Units”) at a price of \$0.083 per Unit for gross proceeds of \$308,089.10. Each Unit consists of one (1) share (each, a “Share”) and one (1) transferable Share purchase warrant (each, a “Warrant”). Each Warrant entitles the holder thereof to purchase one (1) additional Share of the Company for a period of two (2) years from closing at a price of \$0.20 per Share, expiring May 20, 2024 and are subject to an acceleration clause that may be triggered in the event that, at any time after September 21, 2022, the closing price of the Company’s Shares on the Canadian Securities Exchange (or such other stock exchange on which the Shares may be traded from time to time) is at or above \$0.20 per Share for a period of ten (10) consecutive trading days (the “Triggering Event”), in which event the Company may accelerate the expiry date by giving notice, by way of news release or written notice, and in such case the expiry date will be the second day which is not a Saturday, Sunday, or civic or statutory holiday in the municipality of Vancouver, British Columbia, after the day that is thirty (30) days after the date on which such notice is given by the Issuer announcing the Triggering Event (the “Acceleration Provision”).

Item 5 Full Description of Material Change

See attached news release.

Item 6 Reliance on Subsection 7.1(2) 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 at (604) 609-6171

Item 9 Date of Report

May 25,2022



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

**NOT FOR DISSEMINATION IN THE UNITED STATES OR DISTRIBUTION TO U.S. NEWS
WIRE SERVICES**

For Immediate Release

May 20, 2022

**LORDS & COMPANY WORLDWIDE HOLDINGS CORP.
ANNOUNCES CLOSING OF THIRD AND FINAL TRANCHE
NON-BROKERED PRIVATE PLACEMENT OF UNITS**

Vancouver, B.C May 20, 2022 – Lords & Company Worldwide Holdings Inc. (“Lords” or the “Company”) (CSE: LRDS) (OTCQB: LRDSF) (FSE: 4XM), is pleased to announce that it has completed the third and final tranche (the **“Third Tranche”**) of its non-brokered private placement (the **“Private Placement”**) of 3,711,916 units (the **“Units”**) at a price of \$0.083 per Unit for gross proceeds of \$308,089.10. Each Unit consists of one (1) share (each, a **“Share”**) and one (1) transferable Share purchase warrant (each, a **“Warrant”**). Each Warrant entitles the holder thereof to purchase one (1) additional Share of the Company for a period of two (2) years from closing at a price of \$0.20 per Share, expiring May 20, 2024 and are subject to an acceleration clause that may be triggered in the event that, at any time after September 21, 2022, the closing price of the Company’s Shares on the Canadian Securities Exchange (or such other stock exchange on which the Shares may be traded from time to time) is at or above \$0.20 per Share for a period of ten (10) consecutive trading days (the **“Triggering Event”**), in which event the Company may accelerate the expiry date by giving notice, by way of news release or written notice, and in such case the expiry date will be the second day which is not a Saturday, Sunday, or civic or statutory holiday in the municipality of Vancouver, British Columbia, after the day that is thirty (30) days after the date on which such notice is given by the Issuer announcing the Triggering Event (the **“Acceleration Provision”**).

The Company issued 37,119 Shares at a deemed value of \$0.083 per Share of the Company to Winchester Advisory Ltd., an arm’s-length third-party, for administrative services rendered in connection with the Private Placement.

The first tranche closed on February 16, 2022, and consisted of the distribution of 2,236,181 Units at a price of \$0.11 per Unit for gross proceeds of \$245,979.97. Under the first tranche the Company paid finders’ fees of \$15,998.40 in cash and issued 145,440 compensation warrants (the **“Compensation Warrants”**) to Haywood Securities Inc., an arms’- length third- party who assisted in introducing the parties to the Private Placement. Each Compensation Warrant entitles the holder thereof to purchase one (1) additional Share of the Company for a period of two (2) years from closing at a price of \$0.20 per Share, expiring February 16, 2024, and are subject to the Acceleration Provision.

The second tranche closed on April 5, 2022, and consisted of the distribution of 11,050,238 Units for gross proceeds of \$917,170.41. No finders’ fees were paid in respect of the second tranche.



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The net proceeds from the Private Placement are intended to be used for operating expenditures of the Hemp JV in Rock Creek, BC, application for Health Canada Hemp cultivation license and for general working capital.

Pursuant to applicable securities laws, all securities issued under the Third Tranche closing are subject to a statutory hold period of four months and a day expiring on September 21, 2022.

None of the securities acquired in the Private Placement will be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This news release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

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.

Cautionary Note Regarding Forward-Looking Statement

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



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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.