

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

June 1, 2022

Item 3 News Release

The news release related to the Material Change was disseminated on June 1, 2022 through the facilities of Stockwatch and subsequently filed on SEDAR.

Item 4 Summary of Material Change

June 1, 2022, the Company completed a non-brokered private placement (the “**Private Placement**”) of 1,808,000 units (the “**Units**”) at a price of \$0.083 per Unit for gross proceeds of \$150,064.00.

Item 5 Full Description of Material Change

June 1, 2022, the Company completed an additional and final tranche (the “**Fourth Tranche**”) of its non-brokered Private Placement of 1,808,000 Units at a price of \$0.083 per Unit for gross proceeds of \$150,064.00. 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 June 1, 2024 and are subject to an acceleration clause that may be triggered in the event that, at any time after October 2, 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 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

June 14, 2022