

**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

August 15,2022

Item 3 News Release

The news release related to the Material Change was disseminated on August 15,2022 through the facilities of Stockwatch and subsequently filed on SEDAR.

Item 4 Summary of Material Change

On August 15,2022, the Company announced it entered into debt settlement agreements (the “Agreements”) with certain consultants and a director of the Company. Pursuant to Agreements, the Company has agreed to issue an aggregate amount of 1,201,881 common shares (“Common Shares”) in the capital of the Company at a deemed price of \$0.09 per Common Share to settle an aggregate amount of \$108,169.24 of outstanding debt (the “Shares for Debt Transaction”).

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

Item 9 Date of Report

August 15,2022



**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

**LORDS & COMPANY WORLDWIDE HOLDINGS CORP.
ANNOUNCES SHARES FOR DEBT SETTLEMENT**

Vancouver, B.C August 15, 2022 – Lords & Company Worldwide Holdings Inc. (“Lords” or the “Company”) (CSE: LRDS) (OTCQB: LRDSF) (FSE: 4XM), announces that it has entered into debt settlement agreements (the “Agreements”) with certain consultants and a director of the Company. Pursuant to Agreements, the Company has agreed to issue an aggregate amount of 1,201,881 common shares (“Common Shares”) in the capital of the Company at a deemed price of \$0.09 per Common Share to settle an aggregate amount of \$108,169.24 of outstanding debt (the “Shares for Debt Transaction”).

The issuance of Common Shares to the director constitutes a "related party transaction" as this term is defined in Multilateral Instrument 61-101: Protection of Minority Securityholders in Special Transactions ("MI 61-101"). All of the independent directors of the Company, acting in good faith, determined that the fair market value of the Common Shares being issued pursuant to the Shares for Debt Transaction and the consideration being paid is reasonable. The Company intends to rely on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 as neither the fair market value of the Common Shares nor the debt exceeds 25% of the Company's market capitalization. The Company did not file a material change report more than 21 days before the expected closing of the Shares for Debt Transaction as the details and amounts of debts settled under the transaction were not finalized until closer to the closing and the Company wished to close the Shares for Debt Transaction as soon as practicable, which the Company deems reasonable as it wishes to improve its financial position by reducing its accrued liabilities as soon as possible.

All securities issued pursuant to the Shares for Debt Transaction will be subject to a hold period of four months and one day from the date of issuance, in accordance with applicable securities legislation

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



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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 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.