

**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

February 14, 2023

Item 3 News Release

The news release related to the Material Change was disseminated on the February 14, 2023 through the facilities of Stockwatch and subsequently filed on SEDAR.

Item 4 Summary of Material Change

On February 14, 2023, the Company completed the acquisition (the “Acquisition”) of all outstanding share capital of PNW Apparel Inc. (“PNW”), an arms-length privately held British Columbia company that operates as the parent company of LGMC Gastown Motorcycle Company Inc. (“LOGT”).

The Acquisition was completed pursuant to a share purchase agreement among the Company, PNW and the shareholders of PNW (the “Definitive Agreement”) dated February 6, 2023. Pursuant to the Definitive Agreement, and in consideration for the acquisition of PNW, the Company issued 22,000,000 common shares (the “Consideration Shares”) at a deemed price of \$0.05 per Consideration Share for a total purchase price of \$1,100,000.

In addition to the Consideration Shares, the Company also agreed to repay outstanding shareholder loans in PNW of an aggregate of \$255,000 within 180 days of closing.

In connection with the completion of the Acquisition, the Company issued 440,000 common shares to Amalfi Corporate Services Ltd., a third-party that assisted with facilitating the Acquisition and provided administrative support for its completion.

Item 5 Full Description of Material Change

See attached news release.

Item 6 Reliance on Subsection 7.1(2) of National Instrument 51-102

N/A.

Item 7 Omitted Information

N/A.

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

February 14, 2023.



& COMPANY
WORLDWIDE HOLDINGS INC

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

For Immediate Release

LORDS & COMPANY WORLDWIDE HOLDINGS INC. COMPLETES ACQUISITION OF LORDS OF GASTOWN MOTORCYCLE COMPANY

Vancouver, B.C. February 14, 2023 – Lords & Company Worldwide Holdings Inc. (“LRDS”, “Lords” or the “Company”) (CSE: LRDS) (OTCQB: LRDSF) (FSE: 4XM) is pleased to announce, further to its February 7, 2023 news release, that it has completed the acquisition (the “Acquisition”) of 100% of the shares of PNW Apparel Inc. (“PNW”), the parent company of Lords of Gastown Motorcycle Company Inc. (“LOGTM”). Pursuant to the Acquisition, the Company issued an aggregate of 22 million common shares of LRDS, at a deemed price of \$0.05 per share, to the former shareholders of PNW and 440,000 common shares of LRDS, at a deemed price of \$0.05 per share, to Amalfi Corporate Services Ltd. for administrative services provided in connection with the Acquisition. LRDS also agreed to repay outstanding shareholder loans in PNW aggregating \$255,000 within 180 days of closing.

Chris Farnworth, CEO said, “We are very pleased to have closed on this acquisition and look forward to welcoming LOGTM and its products, designers and staff to our team and suite of branded products. Lords e-Commerce is a rapidly growing organization focused on aggressive expansion in the branded apparel, CBD infused health and wellness product markets. With the addition of “Lords of Gastown” branded apparel to our products suite, Lords will now be able to further address our target market, catering to lifestyle, sporting and motorcycle enthusiasts.”

For further information respecting the Acquisition and LOGTM, please see the Company’s news release dated February 7, 2023.

About Lords

Lords brand develops, produces, markets lifestyle apparel and CBD infused wellness and natural health products through our eCommerce platform to B2B and B2C consumers in North America, South America and Europe utilizing its proprietary platform. Strong partnerships with fulfilment centres in Canada, US and Nicaragua allows Lords to increase its strong footprint in apparel, hemp and health & wellness product markets. Strategically positioned to capitalize on high-growth sectors of an engaged and loyal following with trusted brands.

ON BEHALF OF LORDS & COMPANY WORLDWIDE HOLDINGS INC.

(signed) “Chris Farnworth”

Chief Executive Officer



& COMPANY

WORLDWIDE HOLDINGS INC

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

For further information, please contact:

Lords & Company Worldwide Holdings Inc.

<https://lordsholdings.com/>

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.

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.