

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

LQwD FinTech Corp. (the “**Company**”)
1710-1050 W. Pender Street
Vancouver, B.C. V6C 3E8

Item 2 Date of Material Change

June 8, 2023

Item 3 News Release

A news release was disseminated on June 8, 2023.

Item 4 Summary of Material Change

On June 8, 2023, the Company announced that it has closed its previously announced non-brokered private placement financing of \$750,000, which has been upsized to \$882,000 (the “**Private Placement**”), originally announced on May 2, 2023.

Item 5 Full Description of Material Change

On June 8, 2023, the Company announced that it has closed the Private Placement, originally announced on May 2, 2023.

The Company has issued an aggregate of 1,356,846 units of the Company (each a “**Unit**”) at a price of \$0.65 per Unit for aggregate gross proceeds of \$882,000. Each Unit is comprised of 1 common share of the Company and 1 common share purchase warrant, with each warrant being exercisable for 1 common share at an exercise price of \$0.85 per common share at any time up to 24 months following the closing date of the Private Placement, with each warrant being subject to acceleration in certain circumstances. If the 10 day volume-weighted average trading price of the common shares is greater than \$1.25, then the Company may provide notice in writing to the holders of the warrants that the expiry date of the warrants will be accelerated in whole or in part, which is at the sole discretion of the Company’s board of directors. The common shares and warrants issued pursuant to the Private Placement, as well as the common shares issuable upon exercise of the warrants, if any, are subject to a statutory hold period of 4 months and a day ending on October 9 2023, in accordance with applicable securities law.

The net proceeds from the Private Placement will be used, but are not limited to, continuing to expand the Company's Lightning Network business and general working capital purposes.

In connection with the Private Placement, the Company paid a cash finder's fee in the amount of \$2,275, which was equal to 5% of the gross proceeds raised by purchasers introduced by such finder.

Shone Anstey is an insider of the Company, as CEO and a director of the Company, and holds 10.09% of the common shares of the Company on a partially diluted basis.

Mr. Anstey participated in the Private Placement by purchasing 153,846 Units for an aggregate subscription price of \$100,000, and, accordingly, the Private Placement constitutes a "related party transaction" for the Company within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company is exempt from the requirements to obtain a formal valuation and minority shareholder approval under MI 61-101 as the fair market value of Mr. Anstey's participation in the Private Placement does not exceed more than 25% of the market capitalization of the Company, as set forth in Sections 5.5(a) and 5.7(1)(a) of MI 61-101.

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

Shone Anstey, CEO, is knowledgeable about the material change and the Report and may be contacted at 604-669-0912.

Item 9 Date of Report

June 8, 2023