

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

LQWD Technologies Corp. (the “**Company**” or “**LQWD**”)
1710-1050 W. Pender Street
Vancouver, BC, V6C 3E8

Item 2 Date of Material Change

December 23, 2024

Item 3 News Release

A news release was disseminated on December 23, 2024.

Item 4 Summary of Material Change

On December 23, 2024, the Company announced that it had closed its non-brokered private placement financing of \$3,000,000 (the “**Private Placement**”), which was previously announced on November 15, 2024.

Item 5 Full Description of Material Change

On December 23, 2024, the Company announced that it has closed the Private Placement, originally announced on November 15, 2024.

Under the Private Placement, the Company issued an aggregate of 2,000,000 units of the Company at a price of CDN\$1.50 per unit to raise gross proceeds of CDN\$3,000,000. Each unit consists of one common share of the Company and one-half of one common share purchase warrant. Each full warrant is exercisable into one common share at an exercise price of CDN\$2.00 per share at any time up to 18 months following the closing date of the Private Placement. The shares and warrants from the Private Placement are subject to a 4 month hold period before becoming free trading.

If the volume weighted average trading price of the common shares on the TSX Venture Exchange is equal to or greater than CDN\$2.50 for a period of 20 consecutive trading days, the Company will have the right to accelerate the expiry date of the warrants by giving written notice that the warrants will expire on the date that is not less than 10 days from the date notice is provided by the Company to the warrant holder.

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

In connection with the Private Placement, the Company did not pay a finder's fee.

Alex Guidi, a non-executive director of the Company, and 210K Capital LP, a significant shareholder of the Company, participated in the Private Placement by purchasing 247,666 units and 256,333 units for aggregate subscription prices of \$371,499 and \$384,500, accordingly. Also, an Affiliate of 210K Capital LP, Beach Chair 615 LLC, participated in the Private Placement by purchasing 188,667 units for an aggregate subscription price of \$283,000. Therefore, 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 each insider'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

December 23, 2024