

LQWD Announces Closing of Non-Brokered Private Placement

Vancouver, Canada - December 23, 2024 - LQWD Technologies Corp. (TSXV: LQWD, OTCQB: LQWDF) (“LQWD” or the “Company”) is pleased to announce that it has closed its non-brokered private placement financing of CDN\$3,000,000 (the “Private Placement”), which was previously 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.

About LQWD Technologies Corp.

LQWD is a Canadian-based, publicly traded company focused on expanding Lightning Network transaction infrastructure to enable instant, low-cost, internet-powered

payments. The Company is committed to delivering enterprise-ready solutions for open payments at scale using the Lightning Network.

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Forward-Looking Statements

This release contains "forward-looking information" within the meaning of applicable securities laws relating to the Company's business plans and the outlook of the Company's industry. Although the Company believes, considering the experience of its officers and directors, current conditions and expected future developments and other factors that have been considered appropriate, that the expectations reflected in this forward-looking information are reasonable, undue reliance should not be placed on them because the Company can give no assurance that they will prove to be correct. Actual results and developments may differ materially from those contemplated by these statements. The statements in this press release are made as of the date of this release and the Company assumes no responsibility to update them or revise them to reflect new events or circumstances other than as required by applicable securities laws.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

This release shall not constitute an offer to sell or the solicitation of an offer to buy the Units, nor shall there be any sale of the Units in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. The Units being offered will not be, and have not been, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, a U.S. person.