

**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**

September 24, 2025

**Item 3      News Release**

A news release was disseminated on September 24, 2025.

**Item 4      Summary of Material Change**

On September 24, 2025, the Company announced the closing of its previously announced upsized non-brokered private placement financing of C\$2,500,000 (the “**Private Placement**”). Under the Private Placement, the Company issued an aggregate of 1,666,667 units of the Company (“**Units**”) at a price of C\$1.50 per Unit to raise gross proceeds of C\$2,500,000.

**Item 5      Full Description of Material Change**

On September 24, 2025, the Company announced the closing of the Private Placement. Under the Private Placement, the Company issued an aggregate of 1,666,667 Units at a price of C\$1.50 per Unit to raise gross proceeds of C\$2,500,000. Each Unit consists of one common share of the Company and one common share purchase warrant. Each warrant is exercisable into one common share at an exercise price of C\$2.00 per share at any time up to 12 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 (“**TSXV**”) is equal to or greater than C\$2.50 for a period of 10 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 additional Bitcoin purchases, which the Company intends to deploy on the

Lightning Network to generate yield and strengthen its ongoing treasury strategy, and general working capital purposes.

In connection with the Private Placement, the Company paid an aggregate finder's fee of C\$89,000 in cash to various finders. The Private Placement is subject to final approval from the TSX-V.

**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 of LQWD, is knowledgeable about the material change and the Report and may be contacted at 604-669-0912.

**Item 9 Date of Report**

September 24, 2025