

## FORM 9

### **NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES**

**(or securities convertible or exchangeable into listed securities<sup>1</sup>)**

Name of Listed Issuer:

Symbol(s):

Lords & Company Worldwide Holdings Inc. (the "Issuer").

LRDS

Date: August 15, 2022 Is this an updating or amending Notice: ☐ Yes ☒ No

If yes provide date(s) of prior Notices: N/A.

Issued and Outstanding Securities of Issuer Prior to Issuance: 27,679,109.

#### **Pricing**

Date of news release announcing proposed issuance: August 15, 2022 or

Date of confidential request for price protection: \_\_\_\_\_

Closing Market Price on Day Preceding the news release: \$0.09 or

Day preceding request for price protection: \_\_\_\_\_

#### **Closing**

Number of securities to be issued: 1,201,881

Issued and outstanding securities following issuance: 28,880,990

#### **Instructions:**

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to [listings@thecse.com](mailto:listings@thecse.com) with an appendix that includes the information in Table 1B for ALL placees.

**Part 1. Private Placement – Not applicable**

**Table 1A – Summary**

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
British Columbia	4	\$0.09	108,169.29
Total number of purchasers:	4		
Total dollar value of distribution in all jurisdictions:			108,169.29

**The Issuer has entered into debt settlement agreements with certain consultants and a director of the Issuer. Pursuant to these agreements, the Issuer has agreed to issue an aggregate amount of 1,201,881 common shares (“Common Shares”) in the capital of the Issuer at a deemed price of \$0.09 per Common Share to settle an aggregate amount of \$108,169.24 of outstanding debt (collectively, the “Shares for Debt Transactions”).**

**The issuance of Common Shares to the director constitutes a "related party transaction" as this term is defined in Multilateral Instrument 61-101: Protection of Minority Securityholders in Special Transactions ("MI 61-101"). All of the independent directors of the Company, acting in good faith, determined that the fair market value of the Common Shares being issued pursuant to the Shares for Debt Transaction and the consideration being paid is reasonable. The Company intends to rely on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 as neither the fair market value of the Common Shares nor the debt exceeds 25% of the Company's market capitalization. The Company did not file a material change report more than 21 days before the expected closing of the Shares for Debt Transaction as the details and amounts of debts settled under the transaction were not finalized until closer to the closing and the Company wished to close the Shares for Debt Transaction as soon as practicable, which the Company deems reasonable as it wishes to improve its financial position by reducing its accrued liabilities as soon as possible.**

**The Common Shares are being issued pursuant to the exemption found in section 2.14 of National Instrument 45-106 and are subject to a four month and one day hold period pursuant to applicable securities laws.**

## **Table 1B – Related Persons**

<b>Full Name &amp; Municipality of Residence of Placee</b>	<b>Number of Securities Purchased or to be Purchased</b>	<b>Purchase price per Security (CDN\$)</b>	<b>Conversion Price (if Applicable) (CDN\$)</b>	<b>Prospectus Exemption</b>	<b>Total Securities Previously Owned, Controlled or Directed</b>	<b>Payment Date<sup>(1)</sup></b>	<b>Describe relationship to Issuer <sup>(2)</sup></b>
1229471 BC Ltd. (Chad Clelland), Vancouver, BC, Canada	525,000	\$0.09	N/A	2.14	1,180,722	August 15, 2022	Director

<sup>1</sup>An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: **Not applicable.**
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. **In consideration of consulting services, the Consultants has agreed to accept payment in the form of Common Shares.**
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: **See Table 1B above.**
4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities.
5. Description of securities to be issued:
  - (a) Class **Common Shares.**
  - (b) Number **1,201,881.**
  - (c) Price per security **\$0.09.**
  - (d) Voting rights **One vote per Common Share.**
6. Provide the following information if warrants, (options) or other convertible securities are to be issued: **Not applicable.**
  - (a) Number \_\_\_\_\_.

- (b) Number of securities eligible to be purchased on exercise of warrants (or options) \_\_\_\_\_ .
- (c) Exercise price \_\_\_\_\_ .
- (d) Expiry date \_\_\_\_\_ .
7. Provide the following information if debt securities are to be issued: **Not applicable.**
- (a) Aggregate principal amount \_\_\_\_\_ .
- (b) Maturity date \_\_\_\_\_ .
- (c) Interest rate \_\_\_\_\_ .
- (d) Conversion terms \_\_\_\_\_ .
- (e) Default provisions \_\_\_\_\_ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.): **Not applicable.**
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): \_\_\_\_\_ .
- (b) Cash \_\_\_\_\_ .
- (c) Securities \_\_\_\_\_ .
- (d) Other \_\_\_\_\_ .
- (e) Expiry date of any options, warrants etc. \_\_\_\_\_ .
- (f) Exercise price of any options, warrants etc. \_\_\_\_\_ .
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship. **Not applicable.**

10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).

**Not applicable.**

11. State whether the private placement will result in a change of control.

**Not applicable.**

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders.

**Not applicable.**

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities.

**The Issuer confirms that each purchaser has been advised of the applicable securities legislation hold period applicable to the securities purchased. All certificates for securities issued have been issued with the appropriate hold period required by National Instrument 45-102 Resale of Securities.**

## **Part 2. Acquisition – Not Applicable.**

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: \_\_\_\_\_ .  
\_\_\_\_\_ .
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: \_\_\_\_\_ .  
\_\_\_\_\_ .
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
  - (a) Total aggregate consideration in Canadian dollars: \_\_\_\_\_ .
  - (b) Cash: \_\_\_\_\_ .
  - (c) Securities (including options, warrants etc.) and dollar value: \_\_\_\_\_ .  
\_\_\_\_\_ .
  - (d) Other: \_\_\_\_\_ .
  - (e) Expiry date of options, warrants, etc. if any: \_\_\_\_\_ .
  - (f) Exercise price of options, warrants, etc. if any: \_\_\_\_\_ .
  - (g) Work commitments: \_\_\_\_\_ .
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: \_\_\_\_\_ .  
\_\_\_\_\_ .
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer <sup>(1)</sup>

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: \_\_\_\_\_.
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
  - (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): \_\_\_\_\_.
  - (b) Cash \_\_\_\_\_.
  - (c) Securities \_\_\_\_\_.
  - (d) Other \_\_\_\_\_.
  - (e) Expiry date of any options, warrants etc. \_\_\_\_\_.
  - (f) Exercise price of any options, warrants etc. \_\_\_\_\_.
9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. \_\_\_\_\_.
10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. \_\_\_\_\_.

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## Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. the Issuer has obtained the express written consent of each applicable individual to:
  - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
  - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated August 15, 2022.

**Chris Farnworth**  
\_\_\_\_\_  
Name of Director or Senior  
Officer

***"Chris Farnworth"***  
\_\_\_\_\_  
Signature

**CEO & Director**  
\_\_\_\_\_  
Official Capacity