

**LORDS & COMPANY WORLDWIDE HOLDINGS INC.**

800 - 1199 West Hastings Street  
Vancouver, BC V6E 3T5

**TO: CANADIAN SECURITIES EXCHANGE ("CSE")**

**Re: DEBT SETTLEMENT**

**Lords & Company Worldwide Holdings Inc.** (the "Listed Issuer") hereby confirms to the CSE that it has issued 1,201,881 common shares at a price of \$0.09 per share to settle an aggregate of \$108,169.24 of outstanding debt owed to certain arm's-length third-party consultants and a director of the company for past services rendered (collectively, the "**Shares for Debt Transactions**").

The issuance of 525,000 Common Shares to 1229471 BC Ltd., an entity controlled by Chad Clelland, a director of the Issuer, constitutes as 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.

All securities issued pursuant to the Shares for Debt Transactions will be subject to a hold period of four months and one day from the date of issuance, in accordance with applicable securities legislation.

Date: August 15, 2022

Signed: "Chris Farnworth"  
(Signature)

Chris Farnworth  
(Print Name)

CEO  
(Print Office)