

FORM 51-102F3
Material Change Report

Item 1: Name and Address of Company

LQWD Technologies Corp. (the “Company” or “LQWD”)
1710-1050 West Pender Street
Vancouver, BC V6E 3S7

Item 2: Date of Material Change

July 15, 2025

Item 3: News Release

The news release attached as Exhibit “A” hereto was issued and disseminated by GlobeNewswire and filed on SEDAR+ (www.sedarplus.ca) on July 15, 2025.

Item 4: Summary of Material Change

The Company announced that it established an at-the-market equity program (the “**ATM Program**”) that allows the Company to issue and sell up to \$10,000,000 of common shares in the capital of the Company (“**Common Shares**”) from treasury to the public from time to time, at the Company’s discretion.

Item 5: Full Description of Material Change

The Company announced the ATM Program. The ATM Program strengthens the Company’s ability to execute strategically and supports its strategy to rapidly accumulate Bitcoin as a core asset, which the Company uses to fuel and expand its global Lightning Network infrastructure. Bitcoin plays a vital role in LQWD’s strategy, powering the Lightning Network and acting as a key long-term asset in the Company’s treasury.

Distributions of the Common Shares through the ATM Program will be made pursuant to the terms of an equity distribution agreement (the “**Equity Distribution Agreement**”) dated July 15, 2025, between the Company and Haywood Securities Inc. (the “**Agent**”).

Pursuant to the Equity Distribution Agreement, upon delivery of a placement notice by the Company, if any, the Agent may sell the Common Shares in Canada only, including, without limitation, sales made directly on the TSX Venture Exchange (“**TSXV**”) or any other recognized marketplace upon which the Common Shares are listed or quoted or where the Common Shares are traded in Canada. No Common Shares will be offered or sold in the United States.

The volume and timing of distributions under the ATM Program, if any, will be determined in the Company’s sole discretion. The ATM Program will be effective until the earlier of the issuance and sale of all of the Common Shares issuable pursuant to the ATM Program and December 31, 2025, unless terminated prior to such date by the Company or the Agent. As Common Shares sold in the ATM Program will be issued and sold at the prevailing market price at the time of the sale, prices may vary among purchasers during the period of the distribution. The Company expects to use the net proceeds from the ATM Program for the continued

development and growth of Company and its businesses, including future acquisitions, research and development, and marketing initiatives. Until applied, some or all of the net proceeds of the ATM Program, if any, may be held as cash balances in the Company's bank account or invested at the discretion of the Company.

The offering under the ATM Program will be made pursuant to a prospectus supplement dated July 15, 2025 (the "**Prospectus Supplement**") to the Company's short form base shelf prospectus for the province of Québec and the amended and restated short form base shelf prospectus amending and restating the final short form base shelf prospectus dated April 11, 2024, for each of the provinces and territories of Canada, except Québec dated June 30, 2025 (the "**Base Shelf Prospectus**").

Completion of the distribution under the Prospectus Supplement in its entirety will constitute a material fact and a material change for the Company in accordance with applicable securities legislation.

The Prospectus Supplement, the Base Shelf Prospectus, and the Equity Distribution Agreement can be accessed under the Company's profile on SEDAR+ at www.sedarplus.ca and on the Company's website at <https://lqwdtech.com/>.

Alternatively, the Agent will send copies of the Prospectus Supplement, the Base Shelf Prospectus and Equity Distribution Agreement, as applicable, upon request by email at ecm@haywood.com.

No securities regulatory authority has either approved or disapproved of the contents of this press release. This press release is for information purposes only and does not constitute an offer to sell or the solicitation of an offer to buy the Common Shares, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Forward Looking Statements

This material change report contains certain "forward-looking statements". All statements, other than statements of historical fact that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future are forward-looking statements. These forward-looking statements reflect the current expectations and beliefs of the Company based on information currently available to the Company. Such forward-looking statements include statements relating to the ATM Program, including the completion and anticipated timing for completion of the ATM Program, the potential size of the ATM Program, the Company's intended use of the net proceeds of the ATM Program, the receipt of all necessary regulatory approvals, including the approvals of the TSXV, and the Company's development and growth plans. Any such forward-looking information may be identified by words such as "anticipate", "proposed", "estimates", "would", "expects", "intends", "plans", "may", "will", and similar expressions. Forward-looking statements are subject to significant risks and uncertainties and other factors that could cause the actual results to differ materially from those discussed in the forward-looking statements, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on the Company.

Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to

update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Although the Company believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein.

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 material change report.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

None.

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

July 16, 2025