

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

LUXXFOLIO Holdings Inc. (the “Company”)
417 – 1080 Mainland Street
Vancouver, British Columbia V6B 2T4

2. Date of Material Change

March 21, 2025, and March 25, 2025.

3. News Release

The Company filed and disseminated the news releases related to the material change on March 18, 2025, and March 25, 2025, on SEDAR and through the newswire services of Stockwatch and Baystreet.

4. Summary of Material Change

The Company consolidated its issued and outstanding common shares on a ten-for-one basis (the “**Consolidation**”). Following the Consolidation, the Company completed a non-brokered private placement financing (the “**Financing**”) and appointed a new director to its board, as well as a new CEO.

5.1 Full Description of Material Change

On March 18, 2025, the Company announced that it was proceeding with the Consolidation on a one-for-ten basis, with one post-Consolidation common share for every ten pre-Consolidation common shares held by shareholders of the Company. The record date for the Consolidation was March 21, 2025 (the “**Record Date**”). On the Record date, the Consolidation became effective, and the post-Consolidation common shares of the Company (the “**Common Shares**”) commenced trading on the Canadian Securities Exchange. The Consolidation reduced the number of outstanding Common Shares from 87,317,944 to approximately 8,731,794. Any fractional Common Shares resulting from the Consolidation were rounded to the nearest whole number, and no cash consideration was paid for any fractional Common Shares that were rounded down. The Consolidation ratio was also applied to all outstanding pre-Consolidation stock options and share purchase warrants of the Company, along with their respective exercise prices.

On March 25, 2025, the Company closed the Financing. The Financing consisted of the issuance of 7,758,367 Common Shares at a price of \$0.15 per Common Share for gross proceeds of \$1,163,755. The Company intends to use the proceeds from the Financing to advance its cryptocurrency business strategy as well as for general working capital purposes, and to retire certain current liabilities. In connection with the closing of the Financing, the Company paid a finder’s fee of \$64,558 in cash and issued 406,119 share purchase warrants (the “**Finder’s Warrants**”) to certain arm’s length finders. Each Finder’s Warrant entitles the

holder thereof to purchase one Common Share at a price of \$0.15 for a period of 24 months from the date of issuance.

Geoffrey McCord resigned as the Company's interim CEO and Rodney Stevens resigned as a member of the Company's board of directors (the "**Board**"). The Board appointed Tomek Antoniak to the Board and as the Company's new CEO. The resignations and appointments were made effective March 25, 2025.

5.2 Disclosure for Restructuring Transaction

Not applicable.

6. Reliance on subsection 7.1(2) of National Instrument 51.102

This report is not being filed on a confidential basis.

7. Omitted Information

No significant facts required to be disclosed have been omitted.

8. Executive Officer

For further information contact:

Name: Tomek Antoniak
Officer: CEO
Telephone: (833) 928-8883

9. Date of Report

March 25, 2025