

A copy of this preliminary short form prospectus has been filed with the securities regulatory authorities in each of the provinces and territories of Canada, except Québec, but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form prospectus is obtained from the securities regulatory authorities.

This preliminary short form prospectus is a base shelf prospectus. This preliminary short form base shelf prospectus has been filed under legislation in each of the provinces of Canada and territories of Canada, except for the province of Québec, that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this prospectus of that information. Unless an exemption is available, the legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This preliminary short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. See "[Plan of Distribution](#)".

Information has been incorporated by reference in this preliminary prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Luxxfolio Holdings at 417-1080 Mainland Street, Vancouver, British Columbia, V6B 2T4 (Telephone #: (833) 928-8883), and are also available electronically at www.sedarplus.ca.

SHORT FORM BASE SHELF PROSPECTUS

New Issue

August 25, 2025



LUXXFOLIO HOLDINGS INC.

\$100,000,000

**Common Shares
Preferred Shares
Warrants
Subscription Receipts
Debt Securities
Units**

Luxxfolio Holdings Inc. ("**Luxxfolio Holdings**" or the "**Company**") may offer and issue from time to time the following securities: (i) common shares without par value in the authorized capital of Luxxfolio Holdings ("**Common Shares**"); (ii) preferred shares without par value in the authorized capital of Luxxfolio Holdings issuable in series ("**Preferred Shares**"); (iii) warrants exercisable to acquire Common Shares of Luxxfolio Holdings ("**Warrants**"); (iv) subscription receipts convertible into Common Shares and/or other securities of Luxxfolio Holdings ("**Subscription Receipts**"); (v) notes or other debt securities of Luxxfolio Holdings, including but not limited to convertible debentures ("**Debt Securities**"); and (vi) units comprised of any combination of the foregoing ("**Units**", and together with the Common Shares, Preferred Shares, Warrants, Subscription Receipts and Debt Securities, the "**Securities**"), or any combination thereof, up to an aggregate amount of \$100,000,000 during the 25-month period that this short form base shelf prospectus (including any amendments hereto, the "**Prospectus**") remains in effect.

The Securities offered hereby may be offered in one or more offerings, separately or together, in separate series, in amounts, at prices and on terms to be determined based on market conditions at the time of sale and set forth in one or more prospectus supplements (collectively or individually, as the case may be, “**Prospectus Supplements**”).

The specific terms of the Securities offered in a particular offering will be set out in the applicable Prospectus Supplement and may include, where applicable: (i) in the case of Common Shares, the number of Common Shares offered, the offering price and any other specific terms; (ii) in the case of Preferred Shares, the designation of the particular series, the number of Preferred Shares offered, the offering price, any voting rights, any rights to receive dividends, any terms of redemption, any conversion or exchange rights and any other specific terms; (iii) in the case of Warrants, the designation, number and terms of the Securities issuable upon exercise of the Warrants, any procedures that will result in the adjustment of these numbers, the exercise price, dates and periods of exercise, the currency in which the Warrants are issued, and any other specific terms; (iv) in the case of Subscription Receipts, the designation, number and terms of the Securities issuable upon satisfaction of certain Release Conditions (as defined herein), any procedures that will result in the adjustment of these numbers, any additional payments to be made to holders of Subscription Receipts upon satisfaction of the Release Conditions, the terms of the Release Conditions, the terms governing the escrow of all or a portion of the gross proceeds from the sale of the Subscription Receipts, terms for the refund of all or a portion of the purchase price for the Subscription Receipts in the event that the Release Conditions are not met and any other specific terms; (v) in the case of Debt Securities, the designation of the Debt Securities, any limit on the aggregate principal amount of the Debt Securities, the maturity date, whether payment on the Debt Securities will be senior or subordinated to Luxxfolio Holdings’ other liabilities and obligations, whether the Debt Securities will be secured by any of Luxxfolio Holdings’ assets or guaranteed by any other person and any other terms specific to the Debt Securities being offered, whether the Debt Securities will bear interest, the interest rate or method of determining the interest rates, any conversion or exchange rates attached to the Debt Securities, whether Luxxfolio Holdings may redeem the Debt Securities at its option and any other specific terms; and (vi) in the case of Units, the designation, number and terms of the Common Shares, Warrants, Subscription Receipts or Debt Securities comprising the Units and any other specific terms. A Prospectus Supplement may include specific variable terms pertaining to the above-described Securities that are not within the alternatives or parameters set forth in this Prospectus.

This Prospectus may qualify an “at-the-market” distribution as defined under National Instrument 44-102 – *Shelf Distributions* (“**NI 44-102**”), including sales made directly on the Canadian Securities Exchange (the “**CSE**”) or other existing markets for the Securities.

In connection with any offering of Securities (unless otherwise specified in a Prospectus Supplement), other than an “at-the-market distribution”, the underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Securities offered at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. A purchaser who acquires Securities forming part of the underwriters’ over-allocation position acquires those securities under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of over-allotment option or secondary market purchases. See “[Plan of Distribution](#)”.

All shelf information permitted, under applicable securities legislation, securities regulation and securities rules, as amended, and the policies, notices, instruments and blanket orders in force from time to time that are applicable to Luxxfolio Holdings (collectively, “**Securities Laws**”), to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus to the extent required by applicable Securities Laws. Each Prospectus Supplement will be incorporated by reference into this Prospectus for the purposes of Securities Laws as of the date of the Prospectus Supplement and only for the purposes of the distribution of the Securities to which the Prospectus Supplement pertains.

An investment in the Securities involves a high degree of risk. You should carefully read the “[Risk Factors](#)” section detailed in this Prospectus and the documents incorporated by reference herein.

This Prospectus may constitute a public offering of the Securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such Securities. Luxxfolio Holdings may offer and sell Securities to, or through, underwriters or dealers and also may offer and sell certain Securities directly to other purchasers or through agents pursuant to exemptions from registration or qualification under applicable Securities

Laws. The Prospectus Supplement relating to each issue of Securities offered thereby will set forth the names of any underwriters, dealers, or agents involved in the offering and sale of such Securities and will set forth the terms of the offering of such Securities, the method of distribution of such Securities, including, to the extent applicable, the proceeds to Luxxfolio Holdings and any fees, discounts or any other compensation payable by Luxxfolio Holdings to underwriters, dealers or agents and any other material terms of the plan of distribution. See “[Plan of Distribution](#)”.

No underwriter has been involved in the preparation of, or has performed a review of, the contents of this Prospectus.

Securities may be sold from time to time in one or more transactions at a fixed price or prices or at non-fixed prices. If offered on a non-fixed price basis, Securities may be offered at market prices prevailing at the time of sale, at prices determined by reference to the prevailing price of a specified security in a specified market or at prices to be negotiated with purchasers, which prices may vary from purchaser to purchaser during the period of distribution of Securities.

The issued and outstanding Common Shares are listed and posted for trading on the CSE under the trading symbol “LUXX, the OTCQB Venture Market under the trading symbol “LUXFF”, and the Frankfurt Stock Exchange (“FSE”) under the trading symbol “LUH0”. **Unless otherwise specified in this Prospectus or a Prospectus Supplement, there is no market through which the Preferred Shares, Warrants, Subscription Receipts, Debt Securities or Units may be sold and you may not be able to resell any of such Securities, purchased under this Prospectus or any Prospectus Supplement. This may affect the pricing of such Securities in the secondary market, the transparency and availability of trading prices, the liquidity of the Securities, and the extent of issuer regulation. See “[Risk Factors](#)”.**

Securities Laws in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase Securities. See “[Purchasers’ Statutory Rights Of Withdrawal And Rescission](#)”.

Purchasers of Securities should be aware that the acquisition of Securities may have tax consequences in Canada and elsewhere. This Prospectus does not discuss tax consequences and any such tax consequences may not be described fully in any applicable Prospectus Supplement with respect to a particular offering of Securities. Prospective investors should consult their own tax advisors prior to deciding to purchase any of the Securities.

The head office, principal business address, and registered and records office of the Company is located at 417-1080 Mainland Street, Vancouver, British Columbia, V6B 2T4. The Company is a reporting issuer in all provinces and territories of Canada, except for the province of Québec.

TABLE OF CONTENTS

SHORT FORM BASE SHELF PROSPECTUS.....	1
ABOUT THIS PROSPECTUS.....	5
CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS.....	6
DOCUMENTS INCORPORATED BY REFERENCE	8
SUMMARY DESCRIPTION OF BUSINESS.....	11
RISK FACTORS	13
USE OF PROCEEDS	16
PRIOR SALES	17
MARKET FOR SECURITIES.....	17
DIVIDEND POLICY	17
CONSOLIDATED CAPITALIZATION	17
EARNINGS COVERAGE RATIO	17
DESCRIPTION OF SHARE CAPITAL	17
Authorized Capital	17
DESCRIPTION OF SECURITIES OFFERED UNDER THIS PROSPECTUS.....	19
Description of Common Shares	20
Description of Preferred Shares	20
Description of Warrants	20
Description of Subscription Receipts.....	21
Description of Debt Securities	22
Description of Units	24
PLAN OF DISTRIBUTION.....	25
CERTAIN INCOME TAX CONSIDERATIONS.....	25
LEGAL MATTERS	26
AUDITOR, TRANSFER AGENT AND REGISTRAR.....	26
PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION	26
CERTIFICATE OF LUXXFOLIO HOLDINGS INC.....	28

ABOUT THIS PROSPECTUS

Unless the context otherwise requires, references in this Prospectus and any Prospectus Supplement to “Luxxfolio Holdings”, “its”, “we”, “us” and “our” are used to refer to Luxxfolio Holdings Inc. and each of its material subsidiaries. Capitalized terms used in this Prospectus that are not otherwise defined shall have the meanings ascribed to such terms in the Annual Information Form (as defined herein), which was filed on SEDAR+ and is incorporated by reference herein.

You should rely only on the information contained in or incorporated by reference into this Prospectus. Luxxfolio Holdings has not authorized anyone to provide you with different information. Luxxfolio Holdings is not making an offer of these Securities in any jurisdiction where the offer is not permitted. You should bear in mind that although the information contained in this Prospectus and any Prospectus Supplement is accurate as of any date on the front of such documents, such information may also be amended, supplemented or updated by the subsequent filing of additional documents deemed by law to be or otherwise incorporated by reference into this Prospectus and by any subsequently filed prospectus amendments. Luxxfolio Holdings takes no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give readers of this Prospectus.

This Prospectus provides a general description of the Securities that Luxxfolio Holdings may offer. Each time Luxxfolio Holdings sells Securities under this Prospectus, it will provide purchasers with a Prospectus Supplement that will contain specific information about the terms of that offering. The Prospectus Supplement may also add, update or change information contained in this Prospectus. Before investing in any Securities, you should read both this Prospectus and any applicable Prospectus Supplement together with the documents incorporated by reference in this Prospectus and any applicable Prospectus Supplement.

Luxxfolio Holdings is not offering to sell the Securities in any jurisdictions where the offer or sale of the Securities is not permitted. The information contained in this Prospectus (including the documents incorporated by reference herein) is accurate only as of the date of this Prospectus (or the date of the document incorporated by reference herein, as applicable), regardless of the time of delivery of this Prospectus or any sale of the Securities. The business, financial condition, results of operations and prospects of Luxxfolio Holdings may have changed since those dates. Luxxfolio Holdings does not undertake to update the information contained or incorporated by reference herein, except as required by applicable Canadian Securities Laws.

The documents incorporated or deemed to be incorporated by reference herein contain meaningful and material information relating to Luxxfolio Holdings and readers of this Prospectus should review all information contained in this Prospectus, the applicable Prospectus Supplement and the documents incorporated or deemed to be incorporated by reference herein and therein.

Luxxfolio Holdings may, from time to time, sell any combination of the Securities described in this Prospectus in one or more offerings up to an aggregate offering amount of \$100,000,000. This Prospectus provides prospective purchasers with a general description of the Securities that Luxxfolio Holdings may offer. Each time Luxxfolio Holdings distributes Securities under this Prospectus, Luxxfolio Holdings will provide a prospective purchaser with a Prospectus Supplement that will contain specific information about the terms of that offering of Securities. The Prospectus Supplement may also add, update or change information contained in this Prospectus. Before a purchaser makes a decision to purchase Securities, the prospective purchaser should read this Prospectus, any applicable Prospectus Supplement, together with the documents incorporated by reference in this Prospectus and any applicable Prospectus Supplement.

Statements included or incorporated by reference into this Prospectus about the contents of any contract, agreement or other documents referred to are not necessarily complete, and in each instance, you should refer to any applicable full version or more detailed description of the contract, agreement or other document, as may be available electronically on the System for Electronic Document Analysis and Retrieval + (“**SEDAR+**”) at www.sedarplus.ca.

Unless otherwise indicated, all monetary amounts in this Prospectus are expressed in Canadian dollars. Unless otherwise indicated, all references to “\$” and “dollars” in this Prospectus refer to Canadian dollars.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this Prospectus and the documents incorporated by reference into this Prospectus about Luxxfolio Holdings' current and future plans, expectations and intentions, results, levels of activity, performance, goals or achievements or any other future events or developments constitute "forward-looking information" and "forward-looking statements" as defined under applicable Canadian Securities Laws (collectively, "**forward-looking statements**"). The words "may", "will", "would", "should", "could", "expects", "plans", "intends", "trends", "indications", "anticipates", "believes", "estimates", "predicts", "projects", "likely", "goals", "objectives", or "potential" or the negative or other variations of these words or other comparable words or phrases, are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

Discussions containing forward-looking statements include, among other places, those under "[*Summary Description of Business*](#)" and "[*Risk Factors*](#)". Forward-looking statements included or incorporated by reference in this Prospectus include, but are not limited to, statements with respect to the future financial or operating performance of Luxxfolio Holdings and its subsidiaries; Luxxfolio Holdings' expectations with respect to future growth; Luxxfolio Holdings' expectations with respect to achievement of its business objectives and milestones; Luxxfolio Holdings' expectations with respect to maintaining necessary licensing and permits to operate its business; changes in laws, regulations, guidelines and regulatory risks associated with the operations of Luxxfolio Holdings; Luxxfolio Holdings' expectations with respect to the use of net proceeds of future offerings and the use of the available funds following completion of such offerings; requirements for additional capital; Luxxfolio Holdings' expectations regarding its revenue, expenses and operational costs; Luxxfolio Holdings' anticipated cash needs; Luxxfolio Holdings' future business strategy, plans and objectives; outlook on the cryptocurrency and digital assets industry; the future global size of the cryptocurrency market; the prominence, utility and security of Litecoin and its underlying technology or infrastructure, or that of any other cryptocurrency or digital assets that forms part of Luxxfolio Holding's business plan or strategy; ability to complete requested transactions; uses of cryptocurrency and digital assets; financial estimates; Luxxfolio Holdings' litigation matters; certain agreements that Luxxfolio Holdings has entered into; Luxxfolio Holdings' ability to raise additional capital; industry competition; Luxxfolio Holdings' sources of revenues; the expected value of Litecoin and other digital assets; drivers for market growth in the cryptocurrency industry and Litecoin market trends; Luxxfolio Holdings' plans and opportunities to expand its product and service offerings; Luxxfolio Holdings' ability to continue as a going concern; Luxxfolio Holdings' sales and marketing plans; Luxxfolio Holdings' development of formal internal advertising and marketing policies and procedures; Luxxfolio Holdings being subject to certain regulatory regimes and compliance thereof; the business objectives, strategies and milestones of the Company pertaining to, but not limited to, buying and selling Litecoin; factors affecting the Company's success; the Company growing its market presence; the payment of dividends; voting entitlements and other rights attached to shares; and disclosure of conflicts of interest.

Forward-looking statements are based on certain assumptions and estimates made by us in light of the experience and perception of historical trends, current conditions, expected future developments, including projected growth in the cryptocurrency industry, and other factors we believe are appropriate and reasonable in the circumstances, but there can be no assurance that such assumptions and estimates will prove to be correct. These assumptions include, but are not limited to: Luxxfolio Holdings' ability to generate cash flow from operations and obtain necessary financing on acceptable terms; general economic, financial market, regulatory and political conditions in which Luxxfolio Holdings operates remaining the same; Luxxfolio Holdings' ability to compete in the cryptocurrency industry; Luxxfolio Holdings' ability to manage anticipated and unanticipated costs; Luxxfolio Holdings' ability to maintain internal controls over financial reporting and disclosure, and procedures; the timely receipt of any required regulatory approvals; Luxxfolio Holdings' ability to obtain qualified staff, equipment and services in a timely and cost efficient manner; Securities Laws will remain the same; Luxxfolio Holdings' ability to operate its business and market its products as intended; Luxxfolio Holdings' ongoing compliance with regulatory requirements; no unfavorable publicity or change in consumer perception of Luxxfolio Holdings or the cryptocurrency industry; Luxxfolio Holdings' ability to appropriately manage growth; Luxxfolio Holdings' ability to retain and acquire skilled personnel, including key personnel; Luxxfolio Holdings' ability to maintain appropriate insurance coverage; Luxxfolio Holdings' ability to achieve its stated goals or execute its strategies; Luxxfolio Holdings' ability to obtain financing and access to capital; the accuracy of Luxxfolio Holdings' estimates and assumptions relating to its critical accounting policies; the adequacy of Luxxfolio Holdings' internal controls, including over recently completed acquisitions; and Luxxfolio Holdings' ability to comply with reporting issuer requirements under applicable Securities Laws and stock exchange policies; general economic conditions; legislative and regulatory environment of the cryptocurrency industry; the

impact of increasing competition; the ability to obtain regulatory and shareholder approvals; Luxxfolio Holdings' ability to successfully acquire and maintain required regulatory licenses and qualifications; prices of cryptocurrencies; the emerging digital currency and cryptocurrency markets and sectors; Luxxfolio Holdings' ability to maintain good business relationships; Luxxfolio Holdings' ability to manage and integrate acquisitions; Luxxfolio Holdings' ability to raise sufficient debt or equity financing to support Luxxfolio Holdings' continued growth; the technology, proprietary and non-proprietary software, data and intellectual property of Luxxfolio Holdings and third parties in the digital currencies and digital asset sector being reliable to conduct Luxxfolio Holdings' business; Luxxfolio Holdings not suffering a material impact or disruption from a cybersecurity incident, cyber-attack or theft of digital assets; continued growth in usage of cryptocurrency for various applications; continued development of stable public infrastructure, with the necessary speed, data capacity and security required to operate blockchain networks; Luxxfolio Holdings' ability to maintain the listing of its Common Shares on the CSE; the absence of adverse regulations or laws; the absence of material changes in the legislative, regulatory or operating framework for Luxxfolio Holdings' existing and anticipated business; and future demand for and prices of cryptocurrencies.

Many factors could cause Luxxfolio Holdings' actual results, level of activity, performance or achievements or future events or developments to differ materially from those expressed or implied by the forward-looking statements, including, without limitation, the factors below, which are discussed in greater detail in the "[Risk Factors](#)" sections of this Prospectus and are in addition to the factors set forth in the Annual Information Form (as defined herein). The realization of Luxxfolio Holdings' forward-looking statements depends on Luxxfolio Holdings' business performance which, in turn, is subject to many risks. Factors that could cause actual results to differ materially from expectations include, but are not limited to:

- **cryptocurrency industry risks** – value of Litecoin and other cryptocurrencies is extremely volatile; Litecoin halving risks; the value of cryptocurrencies may be subject to momentum pricing risk and volatility; cryptocurrency exchanges and other trading venues are relatively new and, in most cases, largely unregulated and may therefore be more exposed to fraud and failure; banks may not provide banking services, or may cut off banking services, to businesses that provide cryptocurrency related services or that accept cryptocurrencies as payment; changes to prominence of Litecoin and other digital assets; the impact of geopolitical events on the supply and demand for cryptocurrencies is uncertain; further development and acceptance of the cryptographic and algorithmic protocols governing the issuance of and transactions in cryptocurrencies is uncertain; acceptance and/or widespread use of cryptocurrency is uncertain; possibility of less frequent or cessation of monetization of cryptocurrencies; cryptocurrency network difficulty and impact of increased global computing power; limited history of de-centralized financial system; regulatory changes or actions; issues with the underlying Litecoin network; Litecoin's may temporarily or permanently fork and/or split; if a malicious actor or botnet obtains control of more than 50% of the processing power on a cryptocurrency network, such actor or botnet could manipulate the blockchain to adversely affect Luxxfolio Holdings, which could adversely affect an investment in Luxxfolio Holdings or ability of Luxxfolio Holdings to operate; incorrect or fraudulent coin transactions may be irreversible; the price of coins may be affected by the sale of other coins by other vehicles investing in coins or tracking cryptocurrency markets; custody of cryptocurrency; a determination that a digital asset is a "security" under Securities Laws, or that an activity in which Luxxfolio Holdings engages involves a "security" transaction for purposes of the applicable laws could adversely affect the value of that digital asset and potentially digital assets generally, and could therefore adversely impact Luxxfolio Holdings' business, financial condition and results of operations as well as the market price of Common Shares;
- **business risks** – international conflict; additional requirements for capital; use of funds; competition; approvals, licenses and permits; global financial conditions; reliance on customers; contracts; clients, contracts and market saturation; corruption and bribery risk; compliance with laws; risks inherent in strategic alliances; uninsured or uninsurable risks; dependence on key management personnel; conflicts of interest; fraudulent or illegal activity by employees, contractors and consultants; internal controls; general economic conditions; liquidity and additional financing; widespread pandemic and risks related thereto; management of growth; anti-money laundering laws and regulation risks; credit and liquidity risk; litigation; cybersecurity risks; limited operating history; additional financing; changes in technology; reliance on key inputs; dependence on suppliers and skilled labour; intellectual property;
- **company-specific risks** – Luxxfolio Holdings' cryptocurrency inventory being exposed to cybersecurity threats and hacks; regulatory changes or actions may alter the nature of an investment in Luxxfolio Holdings

or restrict the use of cryptocurrencies in a manner that adversely affects Luxxfolio Holdings' operations; Luxxfolio Holdings may rely on third parties to provide Litecoin and other cryptocurrency inventory; Luxxfolio Holdings may be required to sell its coins to pay for expenses; Luxxfolio Holdings' operations, investment strategies, and profitability may be adversely affected by competition from other methods of investing in cryptocurrencies; Luxxfolio Holdings' coins may be subject to loss, theft or restriction on access; risk of technological obsolescence and difficulty in obtaining hardware; server failures; dependence on licensed software; non-recovery of cryptographic keys;

- **risks related to Common Shares** – market volatility; decline in price; tax concerns; dilution; dividend policies;
- **financial and accounting risks** – Luxxfolio Holdings' ability to achieve its stated goals or execute its strategies; the accuracy of Luxxfolio Holdings' estimates and assumptions relating to its critical accounting policies; Luxxfolio Holdings' ability to comply with reporting issuer requirements under Securities Laws and stock exchange policies; and increasing regulatory and compliance costs; and
- **risks related to the Securities** – the effect of changes in interest rates on Debt Securities; Luxxfolio Holdings' discretion in the use of net proceeds from financings; the potential dilution of Luxxfolio Holdings' outstanding share capital to fund operations; future sales of Common Shares by existing shareholders; the absence of a public market for certain Securities offered under this Prospectus and any Prospectus Supplement; and dilution from further issuance.

Although Luxxfolio Holdings believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. The purpose of the forward-looking statements is to provide the reader with a description of management's expectations regarding Luxxfolio Holdings' performance and may not be appropriate for other purposes. Readers should not place undue reliance on forward-looking statements made herein. Forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause actual results to differ materially from those anticipated in such forward-looking statements. Furthermore, unless otherwise stated, the forward-looking statements contained in this Prospectus are made as of the date of this Prospectus, and we have no intention and undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. The forward-looking statements contained in this Prospectus and the documents incorporated by reference herein and therein are expressly qualified by the foregoing cautionary statements.

Presentation of Financial Information

Luxxfolio Holdings presents its financial statements in Canadian dollars. Luxxfolio Holdings' Financial Statements, as incorporated by reference in this Prospectus, have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS"), and thus may not be comparable to financial statements of companies in other jurisdictions, such as the United States.

Market and Industry Data

Unless otherwise indicated, the market and industry data contained or incorporated by reference in this Prospectus is based upon information from independent industry publications, market research, analyst reports and surveys and other publicly available sources. Although Luxxfolio Holdings believes these sources to be generally reliable, market and industry data is subject to interpretation and cannot be verified with complete certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any survey. Luxxfolio Holdings has not independently verified any of the data from third party sources referred to or incorporated by reference herein, and accordingly the accuracy and completeness of such data is not guaranteed.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with securities commissions or similar authorities in all of the provinces and territories of Canada, except for the province of Québec (the "**Commissions**"). Copies of the documents incorporated herein by reference may be obtained on request without

charge from the Chief Financial Officer of Luxxfolio Holdings at 417-1080 Mainland Street, Vancouver, British Columbia, V6B 2T4 (Telephone #: (833) 928-8883), and are also available electronically on SEDAR+ which can be accessed at www.sedarplus.ca.

The following documents of Luxxfolio Holdings, which have been filed with the Commissions, are specifically incorporated by reference into, and form an integral part of, this Prospectus:

- (a) the annual information form of Luxxfolio Holdings for the year ended August 31, 2024, filed on SEDAR+ on August 14, 2025 (the “**Annual Information Form**”);
- (b) the audited consolidated financial statements of Luxxfolio Holdings and the notes thereon for the years ended August 31, 2024 and 2023, filed on SEDAR+ on February 4, 2025 (the “**Annual Financial Statements**”);
- (c) the management’s discussion and analysis of Luxxfolio Holdings for years ended August 31, 2024 and 2023, filed on SEDAR+ on February 4, 2025 (the “**Annual MD&A**”);
- (d) the unaudited condensed and consolidated interim financial statements of Luxxfolio Holdings and the notes thereto for the three and nine months ended May 31, 2025 and 2024, filed on SEDAR+ on July 29, 2025 (the “**Interim Financial Statements**”, and collectively with the Annual Financial Statements, the “**Financial Statements**”);
- (e) the management’s discussion and analysis of Luxxfolio Holdings for the three and nine months ended May 31, 2025 and 2024, filed on SEDAR+ on July 29, 2025 (the “**Interim MD&A**”, and collectively with the Annual MD&A, the “**MD&A**”);
- (f) the management information circular dated July 9, 2025 relating to the annual general and special meeting of shareholders of the Company held on August 13, 2025, filed on SEDAR+ on July 18, 2025 (the “**Information Circular**”);
- (g) the material change report of Luxxfolio Holdings dated December 5, 2024, filed on SEDAR+ on December 5, 2024, in respect of: (i) its proof-of-stake (PoS) cryptocurrency strategy; and (ii) its intention to complete a non-brokered private placement of up to 43,333,333 units at a price of \$0.03 per unit of Luxxfolio Holdings for gross proceeds of \$1,300,000, in order to fund the PoS strategy, which was discontinued by the Company after it announced its intention to complete the March 2025 Financing (as defined herein);
- (h) the material change report of Luxxfolio Holdings dated January 2, 2025, filed on SEDAR+ on January 2, 2025, in respect of a management cease trade order granted to the Company by the British Columbia Securities Commission, as the Company’s principal regulator, under National Policy 12-203 – *Management Cease Trade Orders*, based on its application in anticipation of the late filing of its audited annual financial statements for the year ended August 31, 2024 and 2023, which were due to be filed on SEDAR+ by December 30, 2024;
- (i) the material change reports of Luxxfolio Holdings dated March 25, 2025 and April 3, 2025, filed on SEDAR+ on March 25, 2025 and April 3, 2025, respectively, in regards to: (i) a consolidation of its issued and outstanding Common Shares on a ten-for-one basis (the “**Consolidation Ratio**”) with a record date of March 21, 2025, and 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 (the “**Consolidation**”); (ii) the non-brokered private placement offering of 7,758,367 Common Shares at a price of \$0.15 per Common Share for gross proceeds of \$1,163,755, that closed on March 25, 2025 (the “**March 2025 Financing**”); and (iii) the resignations of Geoffrey McCord as the Company’s interim chief executive officer, the resignation of Rodney Stevens as a member of the Company’s board of directors (the “**Board of Directors**”), and the appointment of Tomek Antoniak to the Company’s Board of Directors and as the Company’s new chief executive officer, all of which were made effective March 25, 2025;

- (j) the material change report of Luxxfolio Holdings dated June 5, 2025, filed on SEDAR+ on June 5, 2025, in respect of: (i) the Company's Common Shares being uplisted to the OTCQB Venture Market effective June 5, 2025, and (ii) the appointment of Stephanie Sharma as Corporate Secretary of the Company;
- (k) the material change report of Luxxfolio Holdings dated June 26, 2025, filed on SEDAR+ on June 26, 2025, in respect of the non-brokered private placement offering of up to 10,000,000 units in the capital of the Company at a price of \$0.25 per unit for gross proceeds of up to \$2,500,000, that closed on July 14, 2025; and (ii) the grant of 1,400,000 stock options to officers and consultants of the Company, 800,000 of which exercisable at a price of \$0.25 per Common Share and expire on June 25, 2035; and 600,000 of which are exercisable at a price of \$0.25 per Common Share and expire on June 25, 2030;
- (l) the material change report of Luxxfolio Holdings dated July 14, 2025, filed on SEDAR+ on July 14, 2025, in respect of the completion of its non-brokered private placement offering of 10,000,000 units in the capital of the Company at a price of \$0.25 per unit for gross proceeds of up to \$2,500,000; and
- (m) the material change report of Luxxfolio Holdings dated August 22, 2025, filed on SEDAR+ on August 22, 2025, in respect of: (i) appointment of Zayn Kalyan as Executive Chairman of the Board of Directors; and (ii) the consulting agreement dated August 22, 2025 between the Company and Think Ink Marketing Data & Email Services ("Think Ink").

Any statement contained in this Prospectus or in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded, for purposes of this Prospectus, to the extent that a statement contained herein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such prior statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Prospectus.

Any document of the type referred to above or similar material and any documents required by National Instrument 44-101 – *Short Form Prospectus Distributions* to be incorporated by reference into a short form prospectus, including any annual information forms, all material change reports (excluding confidential reports, if any), all annual and interim financial statements and management's discussion and analysis relating thereto, or information circular or amendments thereto filed by Luxxfolio Holdings with any securities commissions or similar regulatory authority in Canada after the date of this Prospectus and during the period that this Prospectus is effective, will be deemed to be incorporated by reference in this Prospectus and will automatically update and supersede information contained or incorporated by reference in this Prospectus. The documents incorporated or deemed to be incorporated herein by reference contain meaningful and material information relating to Luxxfolio Holdings and readers should review all information contained in this Prospectus, and the documents incorporated or deemed to be incorporated by reference herein.

Any "template version" of any "marketing materials" (as such terms are defined in National Instrument 41-101 – *General Prospectus Requirements*) filed by Luxxfolio Holdings after the date of a Prospectus Supplement and before the termination of the distribution of Securities offered pursuant to such Prospectus Supplement (together with this Prospectus) will be deemed to be incorporated by reference into such applicable Prospectus Supplement for the purposes of the distribution of Securities to which that Prospectus Supplement pertains.

References to our website in any documents that are incorporated by reference into this Prospectus do not incorporate by reference the information on such website into this Prospectus, and we disclaim any such incorporation by reference.

SUMMARY DESCRIPTION OF BUSINESS

The Company is a digital infrastructure and technology company focused on developing and operating infrastructure for the Litecoin blockchain ecosystem including clean energy crypto mining, on-chain Litecoin treasury, and infrastructure for native stablecoins and smart contracts. Through these initiatives, the Company aims to position itself as an infrastructure leader in the Litecoin economy, leveraging low-fee, high-throughput blockchain technology to support scalable financial applications and decentralized systems. The Company's strategy is structured around three core pillars: (1) establishing an institutional-grade Litecoin treasury and yield strategy; (2) deploying and supporting on-chain infrastructure to enable programmable money on Litecoin through stablecoins and smart contracts; and (3) supporting the network with clean energy mining activities.

The Company previously focused on Bitcoin mining. Until WestBlock's operations were suspended on November 23, 2022, the Company had a single operating line of business, Bitcoin mining, which was conducted at its mining facilities in New Mexico, USA. Subsequent to the most recently completed financial year, the Company redirected its operations to focus on Litecoin, largely influenced by changes in the Bitcoin market which had significantly impacted the profitability and sustainability of the Company's mining operations. The Company initiated a strategic refresh of its digital asset approach, announcing its intention to explore the restart of mining operations with a specific focus on Litecoin. The Company does not anticipate returning to Bitcoin mining. This shift aligns with the Company's broader commitment to the evolving digital payments landscape and the infrastructure that supports it.

The Company has strategically chosen Litecoin as the foundation for its infrastructure due to its unique combination of programmability, reliability, scalability, and untapped potential. Litecoin has maintained 100% uptime since its launch in 2011 and is built on a Bitcoin-derived codebase. This proven security makes it a dependable platform for long-term infrastructure development. Additionally, Litecoin is increasingly ready for programmability, with emerging tools like Litecoin Computer and LitVM, and growing developer interest demonstrated by the rise of Litecoin ordinals. Despite strong fundamentals, the Company believes that Litecoin remains undervalued and underbuilt compared to Bitcoin and Ethereum, with significantly less infrastructure investment and institutional attention. The Company believes Litecoin's low average transaction fees (typically under \$0.01) and fast, final settlement times make it ideal for global commerce and decentralized applications. These attributes position Litecoin as a secure, efficient, and scalable blockchain, making it the optimal choice for the Company's treasury, mining, and programmable money initiatives.

Products and Services

Litecoin Treasury and Yield Strategy

The Company's Litecoin treasury strategy is focused on building an institutional-grade reserve of Litecoin to anchor its broader infrastructure and ecosystem initiatives. The Company views Litecoin as a scarce, decentralized, and low-inflation asset that aligns with long-term value preservation. To execute this strategy, the Company will accumulate Litecoin during favorable market cycles and publish its holdings transparently on-chain. The treasury not only supports operational needs but also backs grants and ecosystem development.

A key aspect of the Company's treasury strategy involves unlocking yield from idle reserves by staking in cbLTC, with plans to expand to other smart contract platforms, including those built on the Litecoin network. The Company holds a portion of its reserves in Litecoin. Currently a modest portion of these Litecoin holdings are converted into cbLTC, which is a token representing Litecoin held by Coinbase. Coinbase keeps the actual Litecoin safely in its custody, and in return issues cbLTC — a 'wrapped' token that represents the same value, but can be used on blockchains that support smart contracts. This makes the Litecoin programmable, meaning it can be used in a variety of decentralized finance (DeFi) applications. The Company uses cbLTC in these programs to earn interest (known as yield) directly on the blockchain. This approach allows the Company to put its reserves to work instead of leaving them idle, while still maintaining full control and public visibility of its holdings. It also helps make better use of the Company's capital and encourages broader adoption of Litecoin in the DeFi market. The Company does not currently have self-custody of its Litecoin assets, meaning the Company does not maintain control over the private keys of its cryptocurrency assets. The Company's digital assets are held in a custody account at Netcoins Inc., a Canadian-based, regulated cryptocurrency trading platform. As at May 31, 2025, the Company held 5,436 units of Litecoin valued at

\$650,251 based on the closing price listed on Netcoins Inc. at that date. As at July 17, 2025, the Company had purchased and deployed 841 cbLTC. The Company intends to move to full self-custody in the near future.

On-Chain Infrastructure, Stablecoins, and Smart Contracts

The Company's stablecoins and contracts strategy is focused on enabling programmable money within the Litecoin ecosystem. Recognizing the growing demand for decentralized financial infrastructure, the Company is actively supporting the development of Litecoin native smart contracts and stablecoin protocols. This includes backing decentralized exchanges, core tooling, and token layers that facilitate non-custodial payments, lending, and commerce infrastructure. The Company is partnering with ecosystem builders such as Litecoin Computer and LitVM to fund and develop foundational technologies and to transform Litecoin into programmable money. Currently, the Company has begun development and testing of a Litecoin-backed stablecoin smart contract using the AggLayer platform on the Polygon blockchain. Once complete, this code will be adapted for use on the LitVM platform, which is expected to launch by the end of 2025. The Company is working directly with the LitVM team to ensure compatibility and performance.

In addition to supporting third-party initiatives, the Company is actively developing its own Litecoin wallet and stablecoin protocol. The Company is currently developing a proprietary, non-custodial Litecoin wallet which supports native Litecoin transactions, programmable features through Litecoin Computer and LitVM, and merchant payment tools for e-commerce and physical retail. The Company's proprietary wallet is currently in the prototype development stage, with core transaction and security features under active testing. The Company's goal is to release a public beta by Q2 2026, following integration with LitVM and merchant payment systems. A full production launch is targeted for late 2026.

The stablecoin protocol development involves the Company's own fully collateralized stablecoin to be deployed natively on Litecoin. Intended to be integrated with the Company's wallet and merchant infrastructure, the stablecoin protocol will serve as a foundational component for peer-to-peer payments and programmable financial applications. A test launch is currently planned for Q4 2025, with full deployment following in Q1 2026, subject to regulatory and technical readiness.

Clean Energy Mining

The Company's clean energy mining strategy is designed to sustainably power and secure the Litecoin network while supporting the Company's broader treasury and infrastructure goals. The Company is targeting mining facilities in Manitoba and Alberta, with potential plans to expand into Texas, strategically selecting locations with access to abundant hydro and wind energy. These operations will be built on clean, low-cost power sources – prioritizing low-cost hydroelectric and wind-based power – resulting in a low-carbon mining footprint that aligns with environmental, social, and governance (ESG) principles. In Manitoba, site assessments and partner negotiations are underway for a clean-energy powered Litecoin mining facility, with equipment procurement and deployment planning anticipated to occur in 2026.

Other Initiatives

The Company engages in other initiatives in the Litecoin community, such as investments in public infrastructure and support for community-led projects. The Company anticipates launching an "Ecosystem Fund" in late 2025 which will issue milestone-based grants to developers, startups, and tooling providers building on Litecoin, beginning with a pilot cohort of up to five grantees. To strengthen network-level infrastructure, the Company is deploying Litecoin full nodes and plans to sponsor a Litecoin Ecosystem Summit in 2026 to promote developer education and onboarding. Additionally, the Company is backing the development of Litecoin-native stablecoin protocols by providing early-stage grants and technical support to community-led projects focused on Layer-2 solutions and smart contract tooling on Litecoin. Development partners include open-source contributors to the LitVM and Litecoin Computer frameworks.

Additional information about Luxxfolio Holdings' business, operations and strategic goals are included in the Annual Information Form, MD&A and other documents incorporated by reference into this Prospectus, which are available under Luxxfolio Holdings' profile on SEDAR+ at www.sedarplus.ca.

Recent Developments

On August 22, 2025, the Company announced that Zayn Kalyan was appointed as Executive Chairman of the Board of Directors and it had entered into an agreement with Think Ink.

Except as set forth above, there have been no other recent developments since the date of the Annual Information Form.

RISK FACTORS

Investment in the Securities is subject to various risks, including business risks and risks inherent to the cryptocurrency industry in which Luxxfolio Holdings operates. Before making an investment decision, prospective purchasers of Securities should carefully consider the information described in this Prospectus and the documents incorporated by reference herein, including the applicable Prospectus Supplement. Additional risk factors relating to a specific offering of Securities may be described in the applicable Prospectus Supplement. Some of the risk factors described herein and in the documents incorporated by reference herein, including the applicable Prospectus Supplement (and, for greater certainty, the Annual Information Form and the MD&A) are interrelated and, consequently, investors should treat such risk factors as a whole. If any event arising from these risks occurs, our business, prospects, financial condition, results of operations and cash flows, and your investment in the Securities could be materially adversely affected. Additional risks and uncertainties of which we currently are unaware or that are unknown or that we currently deem to be immaterial could have a material adverse effect on our business, financial condition and results of operation. We cannot assure you that we will successfully address any or all of these risks.

For additional information in respect of the risks affecting our business and industry, see the sections “*Risk Factors*” in Luxxfolio Holdings’ Annual Information Form and “*Risk Factors*” and/or “*Risks and Uncertainties*” in Luxxfolio Holdings’ MD&A, each of which is available under Luxxfolio Holdings’ profile on SEDAR+ at www.sedarplus.ca.

Risks Relating to any Offering

Risk of Investment

An investment in the Securities, as well as the Company’s prospects, is speculative due to the risky nature of its business and the present stage of its development. Investors may lose their entire investment. Investors should carefully consider the risk factors described in this Prospectus and under the headings “*Risk Factors*”, “*Cryptocurrency and Cybersecurity Risks*” and/or “*Other Risks and Uncertainties*”, as applicable, in the Annual Information Form and the MD&A. The risks described in this Prospectus and incorporated by reference herein are not the only risk factors facing the Company. Additional risks not currently known to the Company, or that the Company currently deems immaterial, may also impair the Company’s operations. There is no assurance that risk management steps taken will avoid future loss due to the occurrence of the risks described below or other unforeseen risks. If any of the risks described in this Prospectus or incorporated by reference herein actually occur, the Company’s business, financial condition and operating results could be adversely affected. Investors should carefully consider the risks in this Prospectus and the other information elsewhere in this Prospectus and consult with their professional advisors to assess any investment in the Company.

No Guarantee of a Positive Return in an Investment

There is no guarantee that an investment in the Securities will earn any positive return in the short term or long term. An investment in the Securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the Securities is appropriate only for investors who have the capacity to absorb a loss of some or all of their investment.

Price Volatility

Securities markets and cryptocurrency markets have a high level of price and volume volatility, and the market price of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Factors unrelated to the

financial performance or prospects of the Company include macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries, including but not limited to the cryptocurrency and digital assets industries. There can be no assurance that continued fluctuations in prices will not occur. As a result of any of these factors, the market price of the Securities of the Company at any given point in time may not accurately reflect the long-term value of the Company.

Negative Cash Flow from Operations

The Company had negative operating cash flow for the year ended August 31, 2024 and 2023 and for the three and nine month periods ended May 31, 2025 and 2024. Although the Company anticipates it will have positive cash flow from operating activities in future periods, the Company cannot guarantee it will generate positive cash flow from operating activities in future periods. To the extent that the Company has negative cash flow in any future period, certain of the proceeds from the sale of Securities by the Company may be used to fund such negative cash flow from operating activities. See “[Use of Proceeds](#)”.

Shareholder Rights

Holders of Warrants will not be entitled to any rights with respect to the Common Shares (including, without limitation, voting rights and rights to receive any dividends or other distributions on the Common Shares), but if such a holder subsequently exercises its Warrants, such holder will be subject to all changes affecting the Common Shares. Rights with respect to the Common Shares will arise only if and when the Company delivers Common Shares upon the exercise of a Warrant and, to a limited extent, under the conversion rate adjustments under the terms of any warrant indenture, if applicable.

No Assurance of Active or Liquid Market

Shareholders of the Company may be unable to sell significant quantities of Common Shares into the public trading markets without a significant reduction in the price of their Common Shares, or at all. There can be no assurance that there will be sufficient liquidity of the Common Shares on the trading market, and that the Company will continue to meet the listing requirements of the CSE, the OTCQB Venture Market or the FSE, or achieve or maintain a listing on any other securities exchange.

Other than for the Common Shares, there is no market through which the Securities may be sold and purchasers may not be able to resell such Securities purchased under the Prospectus and any Prospectus Supplement.

Unless otherwise specified in the applicable Prospectus Supplement, Luxxfolio Holdings does not intend to apply for listing of the Warrants, Subscription Receipts, Debt Securities, Preferred Shares or Units on any securities exchanges. If the Warrants, Subscription Receipts, Debt Securities, Preferred Shares or Units are traded after their initial issuance, they may trade at a discount from their initial offering prices depending on prevailing interest rates (as applicable), the market for similar securities and other factors, including general economic conditions and its financial condition. There can be no assurance that an active trading market will develop for the Securities (other than for the Common Shares) after an offering, or if developed, that such market will be sustained. This may affect the pricing of such Securities and the extent of issuer regulation.

The public offering prices of the Securities may be determined by negotiation by Luxxfolio Holdings based on several factors and may bear no relationship to the prices at which the Securities will trade in the public market subsequent to such offering. See “[Plan of Distribution](#)”.

Unsecured Debt Securities

The Company carries on some of its business through corporate subsidiaries, and a portion of its assets are held in its corporate subsidiaries. Unless otherwise indicated in the applicable Prospectus Supplement, the Company's subsidiaries will not have an obligation to pay amounts due pursuant to any Debt Securities or to make any funds available for payment on Debt Securities, whether by dividends, interest, loans, advances or other payments. In addition, the payment of dividends and the making of loans, advances and other payments to the Company by its subsidiary may be subject to statutory or contractual restrictions. Unless otherwise indicated in the applicable Prospectus Supplement, the Indenture governing the Debt Securities is not expected to limit the Company's ability or

the ability of its subsidiary to incur indebtedness. Unless otherwise indicated in the applicable Prospectus Supplement, such indebtedness of the Company's subsidiary would be structurally senior to the Debt Securities. As such, in the event of the liquidation of the subsidiary, the assets of the subsidiary would be used first to repay the obligations of the subsidiary, including indebtedness and trade payables, prior to being used by the Company to pay its indebtedness, including any Debt Securities. See "[*Description of Debt Securities*](#)".

Effect of Changes in Interest Rates on Debt Securities

Prevailing interest rates will affect the market price or value of any Debt Securities. The market price or value of any Debt Securities may decline as prevailing interest rates for comparable debt instruments rise, and increase as prevailing interest rates for comparable debt instruments decline.

Effect of Fluctuations in Foreign Currency Markets on Debt Securities

Debt Securities denominated or payable in foreign currencies may entail significant risk. These risks include, without limitation, the possibility of significant fluctuations in the foreign currency markets, the imposition or modification of foreign exchange controls and potential liquidity restrictions in the secondary market. These risks will vary depending upon the currency or currencies involved and will be more fully described in the applicable Prospectus Supplement.

Future Sales of Common Shares by Existing Shareholders

Sales of a large number of Common Shares in the public markets, or the potential for such sales, could decrease the trading price of the Common Shares and could impair Luxxfolio Holdings' ability to raise capital through future sales of Common Shares.

Dilution from Further Issuances

Luxxfolio Holdings may issue or sell additional securities (including through the sale of Securities convertible into Common Shares) and may issue additional debt or equity securities to finance its business and operations. Luxxfolio Holdings is authorized to issue an unlimited number of Common Shares and Preferred Shares. Luxxfolio Holdings cannot predict the size of future sales and issuances of debt or equity securities or the effect, if any, that future sales and issuances of debt or equity securities will have on the market price of the Common Shares. Sales or issuances of a substantial number of equity securities, or the perception that such sales could occur, may adversely affect prevailing market prices for the Common Shares. To the extent that Luxxfolio Holdings raises additional capital through the sale of equity or convertible debt securities, Luxxfolio Holdings shareholders' ownership interest will be diluted, and the terms of these new securities may include liquidation or other preferences that adversely affect the shareholders' rights as common shareholders. Debt financing, if available at all, may involve agreements that include covenants limiting or restricting Luxxfolio Holdings' ability to take specific actions such as incurring additional debt, making capital expenditures, or declaring dividends.

Financial and Accounting Risks

Reliance on Forward-Looking Statements

Potential investors should not place undue reliance on forward-looking statements. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, of both general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate.

Failure to Achieve Stated Goals or Execute Strategies

From time to time, Luxxfolio Holdings may announce the timing of certain events, milestones or objectives it expects to occur or possible outcomes of its business strategy. These statements are forward-looking and are based on the best estimates of management at the time relating to the occurrence of such events. However, the actual timing of such events may differ from what has been publicly disclosed. These variations in timing may occur as a result of different events, beyond Luxxfolio Holdings' control, having the effect of delaying the publicly announced timeline. Luxxfolio Holdings undertakes no obligation to update or revise any forward-looking information or statements, whether as a result of new information, future events or otherwise, except as otherwise required by Securities Laws. Any variation

in the timing of previously announced milestones could have a material adverse effect on its business plan, financial condition or operating results and the trading price of its securities.

Estimates or Judgments Relating to Critical Accounting Policies

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Luxxfolio Holdings bases its estimates on historical experience and on various other assumptions that it believes to be reasonable under the circumstances, as provided in the notes to its financial statements, the results of which form the basis for making judgments about the carrying values of assets, liabilities, equity, revenue and expenses that are not readily apparent from other sources. Luxxfolio Holdings' operating results may be adversely affected if the assumptions change or if actual circumstances differ from those in the assumptions, which could cause Luxxfolio Holdings' operating results to fall below the expectations of securities analysts and investors, resulting in a decline in the share price of Luxxfolio Holdings. Significant assumptions and estimates used in preparing the financial statements include those related to the credit quality of accounts receivable, income tax credits receivable, share based payments, and revenue and cost recognition.

Reporting Issuer Status

As a reporting issuer, Luxxfolio Holdings is subject to reporting requirements under applicable Securities Laws and stock exchange policies in each of the provinces of Canada, except for the province of Québec. Compliance with these requirements, increase legal and financial compliance costs, make some activities more difficult, time consuming or costly and increase demand on existing systems and resources. In order to maintain and, if required, improve disclosure controls and procedures and internal controls over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management's attention may be diverted from other business concerns, which could harm Luxxfolio Holdings' business and results of operations. Luxxfolio Holdings may need to hire additional employees to comply with these requirements in the future, which would increase its costs and expenses and affect its profitability and financial results.

Increased Regulatory and Compliance Costs

Legal, accounting, and other expenses associated with public company reporting requirements are generally increasing annually. Luxxfolio Holdings anticipates that costs may continue to increase with corporate governance related requirements. Luxxfolio Holdings also expects these rules and regulations may make it more difficult and more expensive for it to obtain director and officer liability insurance, and it may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for Luxxfolio Holdings to attract and retain qualified individuals to serve on the Board of Directors or as executive officers of the Company.

General

Although management believes that the above risks and risks incorporated by reference fairly capture the material risks facing Luxxfolio Holdings, the risks noted above do not necessarily comprise all those potentially faced by Luxxfolio Holdings as it is impossible to foresee all possible risks. Although the Board of Directors will seek to minimize the impact of the risk factors, an investment in Luxxfolio Holdings should only be made by investors able to sustain a total loss of their investment. Investors are strongly recommended to consult a person who specializes in investments of this nature before making any decision to invest.

USE OF PROCEEDS

The net proceeds from any offering of Securities and the proposed use of those proceeds will be set forth in the applicable Prospectus Supplement relating to that offering of Securities. Unless otherwise specified in a Prospectus Supplement, the net proceeds from the sale of Securities will be used to support the initiatives discussed above under "Description of the Business – Products and Services", for working capital, general corporate and administrative purposes, sales and marketing, and to repay indebtedness from time to time. Each Prospectus Supplement will contain specific information concerning the use of proceeds from that sale of Securities. More detailed information regarding any determinable milestones at the applicable time and anticipated expenses associated with any underwriter, broker,

dealer or agent in respect of any sales by Luxxfolio Holdings will be described in any applicable Prospectus Supplement.

The Company had negative operating cash flow for the year ended August 31, 2024 and 2023 and the three and nine month periods ended May 31, 2025 and 2024. Although the Company anticipates it will have positive cash flow from operating activities in future periods, the Company cannot guarantee it will generate positive cash flow from operating activities in future periods. To the extent that the Company has negative cash flow in any future period, the Company may need to deploy a portion of its existing working capital to fund such negative cashflows. The Company expects that the current working capital will be more than sufficient to fund current operations and capital requirements for the next 12 months.

PRIOR SALES

Information regarding prior sales of Securities will be provided as required in a Prospectus Supplement with respect to the issuance of Securities pursuant to such Prospectus Supplement.

MARKET FOR SECURITIES

The Common Shares are listed on the CSE under the trading symbol “LUXX”, the OTCQB Venture Market under the trading symbol “LUXFF”, and the FSE under the trading symbol “LUH0”.

Trading price and volume of the Common Shares will be provided as required in each Prospectus Supplement.

DIVIDEND POLICY

Luxxfolio Holdings has not declared or paid dividends since incorporation and has no present intention to declare or pay any dividends in the foreseeable future. Luxxfolio Holdings’ current policy is to retain cash flows to finance the development and advancement of its platforms and to otherwise invest in Luxxfolio Holdings’ business. Dividends paid by Luxxfolio Holdings would be subject to tax and, potentially, withholdings. The future payment of dividends will be dependent upon the financial requirements of the Company to fund further growth, the financial condition of the Company and other factors which the Board of Directors may consider in the circumstances.

CONSOLIDATED CAPITALIZATION

The applicable Prospectus Supplement will describe any material change, and the effect of such material change, on the share and loan capitalization of Luxxfolio Holdings that will result from the issuance of Securities pursuant to such Prospectus Supplement.

There has not been any material change in the share and loan capital of Luxxfolio Holdings, on a consolidated basis, since July 29, 2025, the date of Luxxfolio Holdings’ most recently published financial statements, which have not been disclosed in this Prospectus or the documents incorporated by reference herein.

EARNINGS COVERAGE RATIO

The applicable Prospectus Supplement will provide, as required, the earnings coverage ratios with respect to the issuance of Securities pursuant to such Prospectus Supplement.

DESCRIPTION OF SHARE CAPITAL

Authorized Capital

Luxxfolio Holdings’ authorized capital consists of an unlimited number of Common Shares without nominal or par value, and an unlimited number of non-voting Preferred Shares without nominal or par value and issuable in series.

Common Shares

As at the date hereof, Luxxfolio Holdings' authorized capital consists of an unlimited number of Common Shares of which 26,930,164 Common Shares are issued and outstanding.

The holders of Common Shares are entitled:

- (a) to receive notice of and to attend and vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote;
- (b) to receive any dividend declared by Luxxfolio Holdings on the Common Shares; provided that Luxxfolio Holdings shall be entitled to declare dividends on the Preferred Shares, or on any of such classes of shares without being obliged to declare any dividends on the Common Shares of Luxxfolio Holdings; and
- (c) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Company, to receive the remaining property of Luxxfolio Holdings upon dissolution in equal rank with the holders of all other Common Shares of Luxxfolio Holdings.

There are no pre-emptive rights, conversion or exchange rights attaching to the Common Shares, nor are there any sinking or purchase fund provisions, provisions permitting or restricting the issuance of additional securities or any other material restrictions, nor are there any provisions requiring a shareholder to contribute additional capital. There are no redemption, retraction, purchase for cancellation provisions attaching to the Common Shares.

As of the date of this Prospectus, all Common Shares are fully paid and non-assessable.

Preferred Shares

The Company is authorized to issue an unlimited number of non-voting Preferred Shares without nominal or par value.

The Preferred Shares have the following rights, privileges, restrictions and conditions:

- (a) the Preferred Shares may from time to time be issued in one or more series, and the Board of Directors may fix from time to time before such issue the number of Preferred Shares which is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred Shares including, without limiting the generality of the foregoing, the amount, if any, specified as being payable preferentially to such series on a distribution, the extent, if any, of further participation on a distribution, voting rights, if any, and dividend rights (including whether such dividends be preferential, or cumulative or non-cumulative), if any;
- (b) the Preferred Shares of each series shall be entitled, in priority to holders of Common Shares and any other shares of the Company ranking junior to the Preferred Shares from time to time with respect to the payment of dividends, to be paid rateably with holders of each other series of Preferred Shares, the amount of accumulated dividends, if any, specified as being payable preferentially to the holders of such series;
- (c) the holders of Preferred Shares of each series shall be entitled, in the event of a distribution, in priority to holders of Common Shares and any other shares of the Company ranking junior to the Preferred Shares from time to time with respect to payment on a distribution, to be paid rateably with holders of each series of Preferred Shares the amount, if any, specified as being payable preferentially to the holders of such series on a distribution; and
- (d) a holder of Preferred Shares shall be entitled to convert, at any time or from time to time, upon thirty (30) days prior written notice from the holder to the Company, some or all of the Preferred Shares registered in the name of such holder for fully-paid and non-assessable Common Shares.

As of the date of this Prospectus, there are no Preferred Shares issued and outstanding.

Stock Options

The Company has a 20% “rolling” or “evergreen” stock option plan (the “**Stock Option Plan**”) which was adopted by the Board of Directors on July 3, 2025 and by the Company’s shareholders at the Company’s annual general and special meeting held on August 13, 2025.

Pursuant to the Stock Option Plan, the Company may, from time to time and at the discretion of the Board of Directors, grant non-transferable stock options (“**Options**”) to directors, officers, employees, consultants, and other participants under the Stock Option Plan to purchase Common Shares. The number of Common Shares reserved for issuance under the Stock Option Plan shall not exceed 20% of the issued and outstanding Common Shares at any given time. These Options may be exercisable for a period of up to ten years from the date of grant. Additionally, within any one-year period, the number of Common Shares issuable pursuant to granted Options: (i) to any one individual shall not exceed 5% of the issued and outstanding Common Shares; and (ii) to a consultant or an employee performing investor relations activities shall not exceed 1% of the issued and outstanding Common Shares.

Additional information about the Stock Option Plan can be found on page 10 under the heading “*Approval of Stock Option Plan*” in the Information Circular, which was filed on SEDAR+ and is incorporated by reference herein.

As at the date of this Prospectus, Luxxfolio Holdings has Options outstanding exercisable to acquire 707,000 Common Shares at prices ranging from \$0.08 to \$4.50 per Common Share, with a weighted average exercise price of \$0.315, and with expiry dates ranging from December 16, 2025 to June 24, 2035.

Warrants

As at the date of this Prospectus, Luxxfolio Holdings has Warrants outstanding exercisable to acquire 5,976,395 Common Shares at prices ranging from \$0.15 to \$0.50 per Common Share with expiry dates ranging from March 25, 2027 to July 14, 2027.

DESCRIPTION OF SECURITIES OFFERED UNDER THIS PROSPECTUS

Luxxfolio Holdings may offer Common Shares, Preferred Shares, Warrants, Subscription Receipts, Debt Securities or Units with a total value of up to \$100,000,000 from time to time under this Prospectus, together with any applicable Prospectus Supplement, at prices and on terms to be determined by market conditions at the time of offering. This Prospectus provides a general description of the Securities Luxxfolio Holdings may offer. Each time Luxxfolio Holdings offers Securities, it will provide a Prospectus Supplement that will describe the specific amounts, prices and other important terms of the Securities, including, to the extent applicable:

- designation or classification;
- aggregate offering price;
- original issue discount, if any;
- rates and times of payment of dividends, if any;
- redemption, conversion or exchange terms, if any;
- conversion or exchange prices, if any, and, if applicable, any provisions for changes to or adjustments in the conversion or exchange prices in the securities or other property receivable upon conversion or exchange;
- restrictive covenants, if any;
- voting or other rights, if any; and
- important Canadian federal income tax considerations.

A Prospectus Supplement may also add, update or change information contained in this Prospectus or in documents that Luxxfolio Holdings has incorporated by reference. However, no Prospectus Supplement will offer a security that is not described in this Prospectus.

Description of Common Shares

Luxxfolio Holdings may offer Common Shares, which Luxxfolio Holdings may issue independently or together with Preferred Shares, Warrants, Subscription Receipts and/or Debt Securities, and the Common Shares may be separate from or attached to such Securities as a Unit. See above under the heading “[Description of Share Capital – Authorized Capital – Common Shares](#)” for a summary description of the Common Shares.

Description of Preferred Shares

Preferred Shares may be offered separately or together with other Securities, as the case may be. See above under the heading “[Description of Share Capital – Authorized Capital - Preferred Shares](#)” for a summary description of the Preferred Shares, which is a brief summary of certain general terms and provisions of the Preferred Shares that may be offered pursuant to this Prospectus. This summary does not purport to be complete. The particular terms and provisions of the Preferred Shares as may be offered pursuant to this Prospectus will be set forth in the applicable Prospectus Supplement pertaining to such offering of Preferred Shares, and the extent to which the general terms and provisions described below may apply to such Preferred Shares will be described in the applicable Prospectus Supplement.

Description of Warrants

Warrants may be offered separately or together with other Securities, as the case may be. Each series of Warrants will be issued under a separate warrant indenture to be entered into between Luxxfolio Holdings and one or more banks or trust companies acting as warrant agent. The applicable Prospectus Supplement will include details of the terms and conditions of the Warrants being offered. The warrant agent will act solely as Luxxfolio Holdings’ agent and will not assume a relationship of agency with any holders of Warrant certificates or beneficial owners of Warrants.

The particular terms of each issue of Warrants will be described in the related Prospectus Supplement. This description will include, where applicable:

- the designation and aggregate number of Warrants;
- the price at which the Warrants will be offered;
- the exercise price of the Warrants
- the currency or currencies in which the Warrants will be offered;
- whether the Warrants will be listed on any securities exchange;
- the designation and terms of the Common Shares purchasable upon exercise of the Warrants;
- the date on which the right to exercise the Warrants will commence and the date on which the right will expire;
- the number of Common Shares that may be purchased upon exercise of each Warrant and the price at which and currency or currencies in which the Common Shares may be purchased upon exercise of each Warrant;
- the designation and terms of any Securities with which the Warrants will be offered, if any, and the number of the Warrants that will be offered with each Security;
- the date or dates, if any, on or after which the Warrants and the related Securities will be transferable separately;
- whether the Warrants will be subject to redemption or call and, if so, the terms of such redemption or call provisions;
- any minimum or maximum amount of Warrants that may be exercised at any one time;
- material Canadian tax consequences of owning the Warrants;

- any other terms, procedures and limitations relating to the transferability, exchange or exercise of the Warrants; and
- any other material terms or conditions of the Warrants.

Prior to the exercise of their Warrants, holders of Warrants will not have any of the rights of holders of Common Shares issuable upon exercise of the Warrants.

Luxxfolio Holdings reserves the right to set forth in a Prospectus Supplement specific terms of the Warrants that are not within the options and parameters set forth in this Prospectus. In addition, to the extent that any particular terms of the Warrants described in a Prospectus Supplement differ from any of the terms described in this Prospectus, the description of such terms set forth in this Prospectus shall be deemed to have been superseded by the description of such differing terms set forth in such Prospectus Supplement with respect to such Warrants.

Description of Subscription Receipts

Luxxfolio Holdings may issue Subscription Receipts that may be exchangeable by the holders thereof for Common Shares and/or other Securities of Luxxfolio Holdings upon the satisfaction of certain conditions. Luxxfolio Holdings may offer Subscription Receipts separately or together with Common Shares, Preferred Shares, Warrants, Debt Securities or a combination thereof. Subscription Receipts will be issued pursuant to one or more subscription receipt agreements (each, a “**Subscription Receipt Agreement**”), each to be entered into between Luxxfolio Holdings and an escrow agent (the “**Escrow Agent**”), which will establish the terms and conditions of the Subscription Receipts. Luxxfolio Holdings will file on SEDAR+ a copy of any Subscription Receipt Agreement after Luxxfolio Holdings has entered into it.

The following description sets forth certain general terms and provisions of Subscription Receipts and is not intended to be complete. The statements made in this Prospectus relating to any Subscription Receipt Agreement and Subscription Receipts to be issued thereunder are summaries of certain anticipated provisions thereof and are subject to the provisions of the applicable Subscription Receipt Agreement and the Prospectus Supplement describing such Subscription Receipt Agreement. Luxxfolio Holdings urges you to read the applicable Prospectus Supplement related to the particular Subscription Receipts that Luxxfolio Holdings sells under this Prospectus, as well as the complete Subscription Receipt Agreement.

The Prospectus Supplement and the Subscription Receipt Agreement for any Subscription Receipts Luxxfolio Holdings offers will describe the specific terms of the Subscription Receipts and may include, but are not limited to, any of the following:

- the designation and aggregate number of Subscription Receipts offered;
- the price at which the Subscription Receipts will be offered;
- the currency or currencies in which the Subscription Receipts will be offered;
- the designation, number and terms of the Securities to be received by holders of Subscription Receipts upon satisfaction of the Release Conditions, and the procedures that will result in the adjustment of those numbers;
- the conditions (the “**Release Conditions**”) that must be met in order for holders of Subscription Receipts to receive for no additional consideration the underlying Securities;
- the procedures for the issuance and delivery of the underlying Securities to holders of Subscription Receipts upon satisfaction of the Release Conditions;
- whether any payments will be made to holders of Subscription Receipts upon delivery of the underlying Securities upon satisfaction of the Release Conditions (e.g., an amount equal to dividends declared on Common Shares by Luxxfolio Holdings to holders of record during the period from the date of issuance of the Subscription Receipts to the date of issuance of any Common Shares pursuant to the terms of the Subscription Receipt Agreement);

- the terms and conditions under which the Escrow Agent will hold all or a portion of the gross proceeds from the sale of Subscription Receipts, together with interest and income earned thereon (collectively, the “**Escrowed Funds**”), pending satisfaction of the Release Conditions;
- the terms and conditions pursuant to which the Escrow Agent will hold the underlying Securities pending satisfaction of the Release Conditions;
- the terms and conditions under which the Escrow Agent will release all or a portion of the Escrowed Funds to Luxxfolio Holdings upon satisfaction of the Release Conditions;
- if the Subscription Receipts are sold to or through underwriters or agents, the terms and conditions under which the Escrow Agent will release a portion of the Escrowed Funds to such underwriters;
- or agents in payment of all or a portion of their fees or commission in connection with the sale of the Subscription Receipts;
- procedures for the refund by the Escrow Agent to holders of Subscription Receipts of all or a portion of the subscription price for their Subscription Receipts, plus any pro rata entitlement to interest earned or income generated on such amount, if the Release Conditions are not satisfied;
- any contractual right of rescission to be granted to initial purchasers of Subscription Receipts in the event this Prospectus, the Prospectus Supplement under which Subscription Receipts are issued or any amendment hereto or thereto contains a misrepresentation;
- any entitlement of Luxxfolio Holdings to purchase the Subscription Receipts in the open market by private agreement or otherwise;
- whether Luxxfolio Holdings will issue the Subscription Receipts in the form of registered global securities (“**Global Securities**”) and, if so, the identity of the depositary for the global securities;
- whether Luxxfolio Holdings will issue the Subscription Receipts as bearer securities, registered securities or both;
- provisions as to modification, amendment or variation of the Subscription Receipt Agreement or any rights or terms attaching to the Subscription Receipts;
- the identity of the Escrow Agent;
- whether the Subscription Receipts will be listed on any exchange;
- material Canadian federal tax consequences of owning the Subscription Receipts; and
- any other terms of the Subscription Receipts.

Luxxfolio Holdings reserves the right to set forth in a Prospectus Supplement specific terms of the Subscription Receipts that are not within the options and parameters set forth in this Prospectus. In addition, to the extent that any particular terms of the Subscription Receipts described in a Prospectus Supplement differ from any of the terms described in this Prospectus, the description of such terms set forth in this Prospectus shall be deemed to have been superseded by the description of such differing terms set forth in such Prospectus Supplement with respect to such Subscription Receipts.

Description of Debt Securities

Luxxfolio Holdings may issue Debt Securities, which may be issued in one or more series under an indenture (the “**Indenture**”) to be entered into between Luxxfolio Holdings and one or more administrators or trustees (each a “**Trustee**”) that will be named in a Prospectus Supplement for a series of Debt Securities. Each such Indenture, as supplemented or amended from time to time, will set out the terms of the applicable series of Debt Securities. The statements in this Prospectus relating to any Indenture and the Debt Securities to be issued under it are summaries of anticipated provisions of an applicable Indenture and do not purport to be complete and are subject to the provisions of such Indenture, as applicable. Each Indenture may include:

- the specific designation of the Debt Securities;
- any limit on the aggregate principal amount of the Debt Securities; the date or dates, if any, on which the Debt Securities will mature and the portion (if less than all of the principal amount) of the Debt Securities to be payable upon declaration of acceleration of maturity;
- the rate or rates (whether fixed or variable) at which the Debt Securities will bear interest, if any, the date or dates from which any such interest will accrue and on which any such interest will be payable and the record dates for any interest payable on the Debt Securities that are in registered form;
- the terms and conditions under which we may be obligated to redeem, repay or purchase the Debt Securities pursuant to any sinking fund or analogous provisions or otherwise;
- the terms and conditions upon which we may redeem the Debt Securities, in whole or in part, at our option;
- the covenants applicable to the Debt Securities;
- the terms and conditions for any conversion or exchange of the Debt Securities for any other securities;
- the extent and manner, if any, to which payment on or in respect of the Debt Securities of the series will be senior or will be subordinated to the prior payment of other liabilities and obligations of Luxxfolio Holdings;
- whether the Debt Securities will be secured or unsecured;
- whether the Debt Securities will be issuable in registered form or bearer form or both, and, if issuable in bearer form, the restrictions as to the offer, sale and delivery of the Debt Securities which are in bearer form and as to exchanges between registered form and bearer form;
- whether the Debt Securities will be issuable in the form of Global Securities, and, if so, the identity of the depositary for such Global Securities;
- the denominations in which registered Debt Securities will be issuable, if other than denominations of \$1,000 and integral multiples of \$1,000 and the denominations in which bearer Debt Securities will be issuable, if other than denominations of \$5,000;
- each office or agency where payments on the Debt Securities will be made and each office or agency where the Debt Securities may be presented for registration of transfer or exchange;
- if other than United States dollars, the currency in which the Debt Securities are denominated or the currency in which we will make payments on the Debt Securities;
- material Canadian federal income tax consequences and United States federal income tax consequences of owning the Debt Securities;
- any index, formula or other method used to determine the amount of payments of principal of (and premium, if any) or interest, if any, on the Debt Securities; and
- any other terms, conditions, rights or preferences of the Debt Securities which apply solely to the Debt Securities.

If we denominate the purchase price of any of the Debt Securities in a currency or currencies other than United States dollars or a non-United States dollar unit or units, or if the principal of and any premium and interest on any Debt Securities is payable in a currency or currencies other than United States dollars or a non-United States dollar unit or units, we will provide investors with information on the restrictions, elections, general tax considerations, specific terms and other information with respect to that issue of Debt Securities and such non-United States dollar currency or currencies or non-United States dollar unit or units in the applicable Prospectus Supplement.

Each series of Debt Securities may be issued at various times with different maturity dates, may bear interest at different rates and may otherwise vary.

The terms on which a series of Debt Securities may be convertible into or exchangeable for Common Shares or other securities of Luxxfolio Holdings will be described in the applicable Prospectus Supplement. These terms may include

provisions as to whether conversion or exchange is mandatory, at the option of the holder or at the option of Luxxfolio Holdings, and may include provisions pursuant to which the number of Common Shares or other securities to be received by the holders of such series of Debt Securities would be subject to adjustment.

To the extent any Debt Securities are convertible into Common Shares or other Securities of Luxxfolio Holdings, prior to such conversion the holders of such Debt Securities will not have any of the rights of holders of the securities into which the Debt Securities are convertible, including the right to receive payments of dividends or the right to vote such underlying securities.

To the extent any Debt Securities are convertible into Common Shares or other Securities of Luxxfolio Holdings, prior to the conversion of such Debt Securities, holders of such Debt Securities will not have any of the rights of holders of the securities into which the Debt Securities are convertible, including the right to receive payments of dividends or the right to vote such underlying securities.

Luxxfolio Holdings may issue Debt Securities in whole or in part in the form of one or more Global Securities, which will be registered in the name of and be deposited with a depositary, or its nominee, each of which will be identified in the applicable Prospectus Supplement. The Global Securities may be in temporary or permanent form. The applicable Prospectus Supplement will describe the terms of any depositary arrangement and the rights and limitations of owners of beneficial interests in any Global Security. The applicable Prospectus Supplement will describe the exchange, registration and transfer rights relating to any Global Security.

Description of Units

Luxxfolio Holdings may issue Units comprised of a one or more of the other Securities described in this Prospectus in any combination. Each Unit will be issued so that the holder of the Unit is also the holder of each Security included in the Unit. Thus, the holder of a Unit will have the rights and obligations of a holder of each included Security. The Unit agreement, if any, under which a Unit is issued may provide that the Securities comprising the Unit may not be held or transferred separately, at any time or at any time before a specified date.

The particular terms and provisions of each issue of Units will be described in the related Prospectus Supplement. This description will include, where applicable:

- the designation and aggregate number of Units offered;
- the price at which the Units will be offered;
- if other than Canadian dollars, the currency or currency Unit in which the Units are denominated;
- the terms of the Units and of the Securities comprising the Units, including whether and under what circumstances those Securities may be held or transferred separately;
- the number of Securities that may be purchased upon exercise of each Unit and the price at which and currency or currency Unit in which that amount of Securities may be purchased upon exercise of each Unit;
- any provisions for the issuance, payment, settlement, transfer or exchange of the Units or of the Securities comprising the Units; and
- any other material terms, conditions and rights (or limitations on such rights) of the Units.

Luxxfolio Holdings reserves the right to set forth in a Prospectus Supplement specific terms of the Units that are not within the options and parameters set forth in this Prospectus. In addition, to the extent that any particular terms of the Units described in a Prospectus Supplement differ from any of the terms described in this Prospectus, the description of such terms set forth in this Prospectus shall be deemed to have been superseded by the description of such differing terms set forth in such Prospectus Supplement with respect to such Units.

PLAN OF DISTRIBUTION

Luxxfolio Holdings may from time to time during the 25-month period that this Prospectus, including any amendments and supplements thereto, remains valid, offer for sale and issue up to an aggregate of \$100,000,000 in Securities hereunder.

Luxxfolio Holdings may sell the Securities to or through underwriters or dealers, and also may sell Securities to one or more other purchasers directly or through agents, or pursuant to applicable statutory exemptions. Each Prospectus Supplement will set forth the terms of the offering, including the name or names of any underwriters or agents, the purchase price or prices of the Securities and the proceeds to Luxxfolio Holdings from the sale of the Securities. Only those underwriters, dealers or agents named in a Prospectus Supplement will be the underwriters, dealers or agents in connection with the Securities offered thereby.

The Securities may be sold, from time to time, in one or more transactions at a fixed price or prices which may be changed or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices, including sales in transactions deemed to be “at the market distributions” as defined in NI 44-102, including sales made directly on the CSE or other existing markets for the Securities. Additionally, this Prospectus and any Prospectus Supplement may also cover the initial resale of the Securities purchased pursuant thereto. The prices at which the Securities may be offered may vary as between purchasers and during the period of distribution. If, in connection with the offering of Securities at a fixed price or prices, the underwriters have made a *bona fide* effort to sell all of the Securities at the initial offering price fixed in the applicable Prospectus Supplement, the public offering price may be decreased and thereafter further changed, from time to time, to an amount not greater than the initial public offering price fixed in such Prospectus Supplement, in which case the compensation realized by the underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Securities is less than the gross proceeds paid by the underwriters to Luxxfolio Holdings.

In connection with any offering of Securities, other than an “at-the-market distribution”, the underwriters may over-allot or effect transactions which stabilize or maintain the market price of the Securities offered at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time.

Unless otherwise specified in a Prospectus Supplement, there is no market through which the Preferred Shares, Warrants, Subscription Receipts, Debt Securities or Units may be sold and purchasers may not be able to resell these securities purchased under this Prospectus. This may affect the pricing of these securities in the secondary market, the transparency and availability of trading prices, the liquidity of securities, and the extent of issuer regulation. See “[Risk Factors](#)”.

In connection with the sale of Securities, underwriters, dealers and agents may receive compensation from Luxxfolio Holdings or from purchasers of the Securities from whom they may act as agents in the form of discounts, concessions or commissions. Any such commissions payable by Luxxfolio Holdings will be paid out of Luxxfolio Holdings’ general funds or offering proceeds. Underwriters, dealers and agents that participate in the distribution of Securities may be deemed to be underwriters and any discounts or commissions received by them from Luxxfolio Holdings, and any profit on the resale of Securities by such underwriters, dealers and agents may be deemed to be underwriting discounts and commissions under applicable Securities Laws.

Underwriters, dealers and agents who participate in the distribution of the Securities may be entitled under agreements to be entered into with Luxxfolio Holdings to indemnification by Luxxfolio Holdings against certain liabilities, including liabilities under applicable Securities Laws, or to contribution with respect to payments which such underwriters, dealers or agents may be required to make in respect thereof. Those underwriters, dealers and agents may be customers of, engage in transactions with, or perform services for, Luxxfolio Holdings in the ordinary course of business.

CERTAIN INCOME TAX CONSIDERATIONS

Owning or holding any of the Securities may subject you to tax consequences in Canada and elsewhere. Although the applicable Prospectus Supplement may describe certain Canadian federal income tax consequences of the acquisition,

ownership and disposition of any Securities offered under this Prospectus by an initial investor, the Prospectus Supplement may not describe these tax consequences fully. You should consult your own tax advisor with respect to your particular circumstances.

LEGAL MATTERS

Unless otherwise specified in the Prospectus Supplement relating to an offering of Securities, certain legal matters relating to the offering of Securities will be passed upon on behalf of Luxxfolio Holdings by Cozen O'Connor LLP, Vancouver, British Columbia. If any underwriters, dealers or agents named in a Prospectus Supplement retain their own counsel to pass upon legal matters relating to the Securities, the counsel will be named in the Prospectus Supplement.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The external independent auditor of Luxxfolio Holdings is Kenway Mack Slusarchuk Stewart LLP of 150 13 Ave SW, Suite 300, Calgary, Alberta T2R 0V4. The annual financial statements of the Company for the year ended August 31, 2024 and 2023 have been audited by Kenway Mack Slusarchuk Stewart LLP, as set forth in their audit reports. Kenway Mack Slusarchuk Stewart LLP is independent of the Company within the meaning of the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of Alberta.

The Company's registrar and transfer agent for its Common Shares is Computershare Investor Services Inc. at its principal office at 3rd Floor, 510 Burrard St., Vancouver, British Columbia, V6C 3B9.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities Laws in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities and with remedies for rescission or, in some jurisdictions, revisions of the price, or damages if the prospectus, prospectus supplement, and any amendment relating to securities purchased by a purchaser are not sent or delivered to the purchaser. This right may be exercised within two business days after receipt or deemed receipt of a prospectus or a prospectus supplement (including a pricing supplement) relating to the securities purchased by a purchaser and any amendment thereto. However, purchasers of Securities distributed under an "at-the-market" distribution by the Company do not have the right to withdraw from an agreement to purchase the Securities and do not have remedies of rescission or, in some jurisdictions, revisions of the price, or damages for non-delivery of the Prospectus, Prospectus Supplement (including a pricing supplement), and any amendment relating to Securities purchased by such purchaser because the Prospectus, Prospectus Supplement (including a pricing supplement), and any amendment relating to the Securities purchased by such purchaser will not be sent or delivered to such purchaser, as permitted under Part 9 of NI 44-102.

In several of the provinces of Canada, Securities Laws further provide a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus or prospectus supplement (including a pricing supplement) relating to the securities purchased by a purchaser and any amendment thereto contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. Any remedies under securities legislation that a purchaser of Securities distributed under an "at-the-market" distribution by the Company may have against the Company or its agents for rescission or, in some jurisdictions, revisions of the price, or damages if the Prospectus, Prospectus Supplement (including a pricing supplement), and any amendment relating to Securities purchased by a purchaser contain a misrepresentation will remain unaffected by the non-delivery of the Prospectus, Prospectus Supplement (including a pricing supplement), and any amendments thereto referred to above. The purchaser should refer to any applicable provisions of the Securities Laws of the purchaser's province for the particulars of these rights and consult with a legal adviser.

In an offering of convertible, exchangeable or exercisable securities, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain Securities Laws, to the price at which the convertible, exchangeable or exercisable securities is offered to the public under the prospectus offering. This means that, under the Securities Laws of certain provinces, if the purchaser pays additional amounts

upon conversion, exchange or exercise of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the Securities Laws of the purchaser's province for the particulars of this right of action for damages and consult with a legal adviser.

Original purchasers of Securities which are convertible, exchangeable or exercisable for other securities of the Company, including Warrants if offered separately, will have a contractual right of rescission against the Company in respect of the conversion, exchange or exercise of such Securities. The contractual right of rescission will entitle such original purchasers to receive the amount paid upon conversion, exchange or exercise, upon surrender of the underlying securities gained thereby, in the event that this Prospectus, the relevant Prospectus Supplement or an amendment thereto contains a misrepresentation, provided that: (i) the conversion, exchange or exercise takes place within 180 days of the date of the purchase of such Securities under this Prospectus and the applicable Prospectus Supplement; and (ii) the right of rescission is exercised within 180 days of the date of the purchase of such Securities under this Prospectus and the applicable Prospectus Supplement. This contractual right of rescission will be consistent with the statutory right of rescission described under section 131 of the *Securities Act* (British Columbia), and is in addition to any other right or remedy available to original purchasers under section 131 of the *Securities Act* (British Columbia) or otherwise at law.

A purchaser's rights and remedies under applicable securities legislation against a dealer underwriting or acting as an agent for the Company in an "at-the-market" distribution will not be affected by that dealer's decision to affect the distribution directly or through a selling agent.

CERTIFICATE OF LUXXFOLIO HOLDINGS INC.

Dated: August 25, 2025

This short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of a particular distribution of securities under the prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of each of the provinces of Canada, except for the province of Québec.

(Signed) "Tomek Antoniak"

Tomek Antoniak
Chief Executive Officer

(Signed) "Geoffrey Balderson"

Geoffrey Balderson
Chief Financial Officer

On behalf of the Board of Directors of Directors

(Signed) "Alexandros Tziliios"

Alexandros Tziliios
Director

(Signed) "Zayn Kalyan"

Zayn Kalyan
Director