

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

LUXXFOLIO Holdings Inc. (the "Company")
212 – 1080 Mainland Street
Vancouver, British Columbia V6B 2T4

2. Date of Material Change

October 31, 2019

3. News Release

The Company disseminated a news release in respect of the material change on October 31, 2019 via Baystreet and Stockwatch news wire services. The news release was filed on SEDAR on October 31, 2019.

4. Summary of Material Change

The Company arranged shares for debt settlements to settle debt of its wholly owned subsidiary, LUXXFOLIO Network Inc. ("LNI").

5.1 Full Description of Material Change

The Company has arranged shares for debt settlements (the "Debt Settlements") with a consultant (the "Consultant") and certain other creditors (the "Assigned Creditors") of LNI.

The Consultant provided LNI with consulting services. The outstanding debt owed to the Consultant by LNI for such services is \$21,000.00

Legal services and technology product services were provided to LNI by service providers (the "Original Creditors"). The Original Creditors assigned the debt owed to them by LNI to the Assigned Creditors (the "Assigned Debt"). The total amount of the Assigned Debt is \$69,307.69

Pursuant to the Debt Settlements, the Company will assume the debts owed by LNI to the Consultant and the Assigned Creditors and will issue a total of 1,806,153 common shares (the "Debt Shares") at a deemed price of \$0.05 per Debt Share in full settlement of the aggregate indebtedness to the Consultant and the Assigned Creditors of \$90,307.69.

The issuance of the Debt Shares will not result in the creation of any new control person. The Debt Shares will be subject to a four month plus one day hold period.

The issuance of 1,086,153 Debt Shares will be a related party transaction, as defined in Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"), as such Debt Shares will be issued to certain directors and officers of the Company and to a company controlled by common directors, officers, and insiders of the Company and LNI. The Company is relying on exemptions under Multilateral Instrument 61-101 on the basis that participation by insiders does not exceed 25% of the fair market value of the Company's market capitalization.

The Company did not file a material change report 21 days prior to the Debt Settlements because the details of such settlements had not been confirmed at that time.

5.2 Disclosure for Restructuring Transaction

Not applicable.

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

This report is not being filed on a confidential basis

7. Omitted Information

No significant facts required to be disclosed have been omitted.

8. Executive Officer

For further information contact:

Name: Dean Linden

Officer: Chief Executive Officer

Telephone: (604) 398-3837

9. Date of Report

October 31, 2019.