

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

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

2. Date of Material Change

April 6, 2021

3. News Release

The Company disseminated a news release in respect of the material change on April 7, 2021, through the newswire services of Cision. The news release was filed on SEDAR on April 7, 2021.

4. Summary of Material Change

The Company has entered into a definitive agreement (the “Amalgamation Agreement”) under which LUXXFOLIO will acquire all of the issued and outstanding shares of privately-held WestBlock Capital Inc. (“WestBlock”).

5.1 Full Description of Material Change

On April 6, 2021, the Company entered into the Amalgamation Agreement under which LUXXFOLIO will acquire all of the issued and outstanding shares of privately-held WestBlock, to be effected by way of a three-cornered amalgamation between WestBlock, LUXXFOLIO and a wholly-owned subsidiary of LUXXFOLIO (the “Transaction”).

The consideration payable to WestBlock shareholders in the Transaction consists of 16 million common shares and 2.5 million share purchase warrants (the “Warrants”) of LUXXFOLIO. The terms of the transaction remain consistent with the news release dated Feb 10, 2021, except as otherwise disclosed herein.

WestBlock Capital Inc. is an integrated digital asset mining company that operates an industrial scale cryptocurrency mining operation in New Mexico. WestBlock was able to secure access to land and electricity at significantly reduced cost in the bottom decile of global power costs for their mining operations through its exclusive

partnership with the Navajo Nation. In connection with the Transaction, WestBlock is to acquire a 100% interest in the facility, while remaining a partner with the Navajo Nation through an ongoing power purchase arrangement.

The management of WestBlock will join the LUXXFOLIO team by carrying on with their leadership roles for the WestBlock business, as WestBlock continues to operate as a wholly owned subsidiary of LUXXFOLIO, post-closing. The management team of WestBlock includes:

Ken MacLean – WestBlock CEO

Ken began working in the technology world with positions at IBM, Sun Microsystems and Digital (DEC). He has an MBA with a focus on new venture finance and technology.

Kien Tran – WestBlock COO

Kien co-founded WestBlock Capital in 2017 as an integrated digital asset company where he built and operated an industrial scale mining facility. Prior to WestBlock, Kien spent 15 years in Investment Banking and Capital Markets in New York, Toronto, and Calgary. He has an MBA from the University of Chicago.

On closing, LUXXFOLIO will issue 2.5 million performance warrants (“Performance Warrants”) of LUXXFOLIO to the management team of WestBlock, holders of WestBlock performance warrants, and certain other persons who have assisted WestBlock with its business. Both the Warrants and Performance Warrants will be exercisable for one common share of the Company for a period of 24 months at an exercise price of \$0.40 per share if exercised in the first 12 months and \$0.50 per share if exercised thereafter (“Exercise Price”).

The Performance Warrants will be subject to a financing condition such that they will not be exercisable unless an aggregate of \$2,000,000 is raised via an equity financing or series of related equity financings undertaken by or for the Company (the “Financing Condition”). If the Financing Condition is not satisfied by the date that is 12 months from the date of issuance of the Performance Warrants, then the Performance Warrants will expire.

The Warrants and the Performance Warrants will be subject to an acceleration provision such that if over a period of 20 consecutive trading days the volume weighted average market closing price for the Company’s common shares on the Canadian Securities Exchange (or such other exchange as applicable at the time) is above the Exercise Price (the end of such 20 day period being the “Acceleration Event”), then the expiry date of the Warrants may be accelerated by the Company giving notice to the Warrant holder, to a date not less than the 20th day that

immediately follows the Acceleration Event. The acceleration provision will only apply to the Performance Warrants after the Financing Condition is satisfied.

The closing of the Transaction is subject to the parties completing satisfactory due diligence reviews, approval by WestBlock's shareholders of the Transaction, the continuation of WestBlock into British Columbia from Alberta and compliance with all applicable statutory and regulatory requirements and other closing conditions. The Transaction is scheduled to close within 45 days.

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

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9. Date of Report

April 8, 2021