

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

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

2. Date of Material Change

May 25, 2021

3. News Release

The Company disseminated a news release in respect of the material change on May 27, 2021, through the newswire services of Cision. The news release was filed on SEDAR on May 27, 2021.

4. Summary of Material Change

The Company closed the acquisition of 2400 bitcoin miners.

5.1 Full Description of Material Change

The Company, through its wholly owned subsidiary Luxxfolio Network Inc. (“LNI”), finalized the terms to finance the order of the 2400 Bitmain S19j Pro bitcoin miners (the “New Miners”) that was disclosed early this month.

The quarterly delivery schedule, which includes the 590 Avalon A1246 miners ordered in December 2020, is planned as follows:

- Q2 2021: 590 Miners
- Q3 2021: 300 Miners
- Q4 2021: 600 Miners
- Q1 2022: 600 Miners
- Q2 2022: 600 Miners
- Q3 2022: 300 Miners

The financing to purchase the New Miners is an asset backed lending structure (the “ABL”) with NYDIG, a provider of investment and technology solutions for Bitcoin. The firm provides a comprehensive suite of services for institutional bitcoin miners, including equipment procurement and financing, custody, execution, derivatives, hedging and other customized solutions.

CHP Agent Services (“CHP”) entered into a participation agreement with NYDIG to acquire a participation interest in connection with the ABL (the “Participation”).

CHP, LNI and the Company have certain common directors, officers and insiders. As such, the Participation is a related-party transaction as defined in Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). Based on Section 5.5(b) of MI 61-101, the Company is exempt from having to obtain a formal valuation. The Company has also relied upon Section 5.7(1)(a) of MI 61-101 to be exempt from the minority approval requirement on the basis that neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the Participation exceeded 25 per cent of the Company's market capitalization.

It is not anticipated the Participation will have any impact on the Company or its business. As the Participation did not involve either the Company or LNI directly, there was no review or consideration of the transaction prior to CHP's involvement therein.

The Company did not file a material change report 21 days prior to the Participation because the details of it had not been confirmed at that time, and the Company was not directly involved in the Participation.

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 or (425) 449-9442

9. Date of Report

May 28, 2021