

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

March 19, 2021

3. News Release

The Company disseminated a news release in respect of the material change on March 22, 2021, through the newswire services of Cision. The news release was filed on SEDAR on March 22, 2021.

4. Summary of Material Change

The Company closed the second and final tranche of a non-brokered private placement.

5.1 Full Description of Material Change

On March 19, 2021, the Company completed the second and final tranche of its non-brokered private placement that was previously announced on February 10, 2021 (the "Offering"). The final tranche consisted of 904,914 common shares for gross proceeds of \$316,720 for a total closing of 4,572,060 common shares at \$0.35 per share equal to \$1,600,221. The shares are subject to a four-month and one day hold period under securities laws.

An insider of the Company subscribed for 44,200 common shares in the final tranche of the Offering and such subscription is a "related party transaction" under Multilateral Instrument 61-101 ("MI 61-101"). The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involves the insider, exceeds 25% of the Company's market capitalization. The Company did not file a material change report 21 days prior to the transaction because the Company had not received and

accepted a subscription from the insider 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 or (425) 449-9442

9. Date of Report

March 29, 2021