

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 8, 2021

3. News Release

The Company disseminated a news release in respect of the material change on October 14, 2021, through the newswire services of Cision. The news release was filed on SEDAR on October 14, 2021.

4. Summary of Material Change

The Company accepted delivery of 75 Bitmain S19J Pro Miners (the “Miners”) through a swap agreement with a strategic partner.

The Company also reported that 2,172,840 share purchase warrants (the “Warrants”) were exercised at a price of \$0.40 per Warrant into common shares of the Company.

5.1 Full Description of Material Change

The Company has accepted delivery of 75 Miners through a swap agreement with a strategic partner. The Miners were delivered to their facility in Shiprock, New Mexico, operated by WestBlock Capital Inc. The Company now has a total of 1,296 Miners currently operating at 122 PH/s, resulting in an increase in hash rate of 144% since the beginning of September. At current mining rates, the Company is earning approximately 22-24 Bitcoin per month from its mining operations.

The Company also report that 2,172,840 of the 2,500,000 Warrants that were set to expire on Sept. 30, 2021, were exercised at a price of \$0.40 per warrant into common shares of the Company, for an aggregate total gross proceeds of \$869,136.

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

October 21, 2021