

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 21, 2021

3. News Release

The Company disseminated a news release in respect of the material change on October 21, 2021, through the newswire services of Cision. The news release was filed on SEDAR on October 21, 2021.

4. Summary of Material Change

The Company has confirmed an order for 500 Bitmain S19j Pro (100 TH/s) Bitcoin miners (“New Miners”) for USD\$3.02 million (\$60/TH).

5.1 Full Description of Material Change

The Company confirmed an order for 500 New Miners for USD\$3.02 million (\$60/TH), which will be financed through a combination of balance sheet working capital and an asset backed lending structure with NYDIG, the Company’s finance partner. Delivery is scheduled for May 2022. This increases the number of miners to 1,309, operating at a hash rate of 124.4 PH/s.

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 27, 2021