

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

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

2. Date of Material Change

November 25, 2021

3. News Release

The Company disseminated a news release in respect of the material change on November 26, 2021, through the newswire services of Cision. The news release was filed on SEDAR on November 26, 2021.

4. Summary of Material Change

The Company reported that final conditions have been satisfied and that it has closed the acquisition of Blackcloud Crypto Investments (“Blackcloud”), as previously announced on September 7, 2021.

5.1 Full Description of Material Change

The Company’s wholly owned subsidiary, Westblock Capital Inc. (“Westblock”), entered into an Asset Purchase Agreement dated September 1, 2021, which was amended November 24, 2021, with Blackcloud (the “Purchase Agreement”). Under the Purchase Agreement, Westblock acquired Ethereum mining equipment that included 88 installed and operating Ethereum miners located in Alberta, Canada, and 52 Ethereum coins (the “Assets”). In consideration for the Assets, Blackcloud received 500,003 common shares of the Company at a deemed price of CAD \$0.38 per common share, for a total aggregate consideration of CAD \$190,001.14.

Blackcloud and the Issuer are unrelated parties.

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

November 30, 2021