

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

June 9, 2022

3. News Release

The Company disseminated a news release related to the material change on June 9, 2022, through the newswire services of Cision. The news release was filed on SEDAR on June 9, 2022.

4. Summary of Material Change

The Company closed a private placement for CAD \$2.0 million with a strategic investor, BIGG Digital Assets Inc. (“**BIGG**”) (CSE: BIGG).

5.1 Full Description of Material Change

On June 9, 2022, the Company announced that BIGG had made a strategic investment of CAD \$2.0 million into the Company for 12.5 million common shares and 12.5 million warrants (the “Unit Offering”). Through this investment, BIGG now owns ~15% of the Company.

The Use of Proceeds will be for future capex and operating expenses, or other such areas approved by the Board of the Company.

BIGG is the owner of Netcoins (Netcoins.ca), an online cryptocurrency trading platform and Blockchain Intelligence Group (blockchaingroup.io), a developer of blockchain technology search, risk-scoring and data analytics solutions.

In connection with the investment into the Company, as long as BIGG maintains an equity interest in the Company of 10% or greater, BIGG is entitled to designate one nominee for appointment or election to the Company’s board of directors and will maintain certain pre-emptive rights.

The Unit Offering was comprised of one common share issued at \$0.16 per share with one whole warrant exercisable at \$0.21 for a period of 2 years. If over a period of 20 consecutive trading days, occurring at any time after the closing date of the Unit Offering, the volume-weighted average market closing price (the “VWAM”) for the Company’s common shares on the Canadian Securities Exchange (or such other Canadian exchange as applicable at the time) is equal to or greater than a VWAM of CAD\$0.50 (the end of such 20 day period being the “Acceleration Event”), then the expiry date of the warrants may be accelerated by the

Company to a date not less than the 20th day that immediately follows the Acceleration Event.

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: Anthony Wong

Officer: Corporate Secretary

Telephone: 1-888-928-8883 Ext. 703

9. Date of Report

June 9, 2022