

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

LUXXFOLIO Holdings Inc. (the “Company”, which includes reference to its wholly owned subsidiaries)
417 – 1080 Mainland Street
Vancouver, British Columbia V6B 2T4

2. Date of Material Change

December 21, 2022

3. News Release

The Company disseminated a release disclosing the material change on December 21, 2022, through the newswire services of Baystreet.com and Stockwatch.com.

4. Summary of Material Change

The Company applied for a temporary management cease trade order because it anticipates a delay in filing its audited annual financial statements, which are due to be filed on December 29, 2022.

5.1 Full Description of Material Change

The Company has made an application to relevant Canadian securities regulators to approve a temporary management cease trade order (“MCTO”) under National Policy 12-203 – Management Cease Trade Orders (“NP 12-203”), which, if granted, will prohibit trading in securities of the Company by its president, chief financial officer, and certain other insiders of the Company, until the Required Filings (as defined below) are filed by the Company, and the MCTO is lifted. During the period in which the MCTO is effective, the general public, who are not insiders of the Company, will continue to be able to trade in the Company’s listed securities. The MCTO application has been made, but there is no guarantee or assurance that the MCTO will be granted.

The Company expects it will be unable to file its audited annual financial statements for the year ended August 31, 2022, and the management’s discussion and analysis and related CEO and CFO certificates for this period (collectively, the “Annual Statements”) which are due to be filed on December 29, 2022 (the “Filing Deadline”).

The reason for the anticipated default in filing the Annual Statements prior to the Filing Deadline is due to a combination of factors, including the extreme and continuous contraction in Bitcoin mining economics throughout the year, which required the Company to implement multiple unanticipated business strategies to reduce operating costs and debt. The strategies created uncertainties and complexities in the audit process that resulted in delays in the completion of the audit of the annual financial statements.

The Company anticipates that it will file the Annual Statements on or before February 28, 2023, to remedy the default. The Company confirms that it intends to satisfy the provisions of

the alternative information guidelines of sections 9 and 10 of NP 12-203 so long as the filing of the Annual Statements remains outstanding.

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

December 22, 2022