

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

February 1, 2023

3. News Release

The Company disseminated a release disclosing the material change on January 31, 2023, through the newswire services of Baystreet.com and Stockwatch.com.

4. Summary of Material Change

The Company’s Corporate Secretary has stepped down, effective February 1, 2023. The Company also announced that the filing of its unaudited interim financial statements and the management’s discussion and analysis for the three-month period ended November 30, 2022 (the “Interim Statements”, and together with the Annual Statements, the “Required Records”), will be delayed beyond the filing deadline of January 30, 2023, as a result of the delay in completing the Annual Statements.

5.1 Full Description of Material Change

As part of the Company’s continual pursuit to optimize its business operations in the face of current market pressures, the Company and its Corporate Secretary, Anthony Wong, have mutually agreed to conclude Mr. Wong’s employment agreement. Mr. Wong has stepped down as an officer and employee of the Company effective February 1, 2023.

The Company also announced that the filing of its Interim Statements will be delayed beyond the filing deadline of January 30, 2023, as a result of the delay in completing its Annual Statements. The Company expects the Interim Statements to be filed within five business days after the filing of the Annual Statements. As previously announced, an MCTO was granted by the BCSC on January 4, 2023, preventing the Company’s President and CFO from trading in the Company’s securities but does not affect the ability of other shareholders, including the public, to trade in the securities of the Company. The MCTO remains in effect until the Company files the Annual Statements and the BCSC’s Executive Director has revoked the MCTO. The Company anticipates that it will file the Annual Statements on or before February 28, 2023.

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: Ken MacLean

Officer: President

Telephone: 1-888-928-8883

9. Date of Report

February 6, 2023