

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

June 5, 2023

3. News Release

The Company disseminated a release disclosing the material change on June 7, 2023, through the newswire services of Baystreet.com and Stockwatch.com.

4. Summary of Material Change

The Company’s Chief Executive Officer and Chief Operating Officer both resigned, and each also resigned from the Board of Directors. The Company issued stock options to consultants to purchase an aggregate of 2.1 million common shares of the Company.

5.1 Full Description of Material Change

Mr. Kenneth MacLean and Mr. Kien Tran have each resigned as directors of the Company and as the Chief Executive Officer and Chief Operating Officer, respectively. Mr. MacLean and Mr. Tran will continue to advise the Company on digital asset strategies as consultants. The Board intends to appoint a new CEO and to fill the director vacancies shortly.

On June 5, 2023, the Company granted stock options to consultants of the Company to purchase an aggregate of 2.1 million common shares in the capital of the Company. The stock options are exercisable for five years from the date of the grant at an exercise price of 1.5 cents per common share. The stock options were granted in accordance with the terms of the Company's stock option plan and the policies of the CSE. The stock options will vest over a 12-month period and are subject to a four-month-and-one-day hold period from the date of the grant in accordance with applicable securities laws.

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: Geoffrey McCord

Officer: CFO

Telephone: 1-888-928-8883

9. Date of Report

June 7, 2023