

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

August 4, 2023

3. News Release

The Company disseminated a release disclosing the material change on August 8, 2023, through the newswire services of Baystreet.com and Stockwatch.com.

4. Summary of Material Change

The Company appointed directors and officers of the Company and granted stock options to directors, officers, and consultants of the Company to purchase an aggregate of 6.13 million common shares in the capital of the Company.

5.1 Full Description of Material Change

Effective August 4, 2023, the Company appointed Rodney Stevens and Jason Cihelka as Directors, and Maria Foran as Corporate Secretary, of the Company. Rodney Stevens will serve as an Independent Director. The Company also appointed Geoffrey McCord, its CFO, as interim CEO while the Company continues to search for a qualified person to be appointed as its CEO.

On August 4, 2023, the Company also granted stock options to directors, officers, and consultants of the Company to purchase an aggregate of 6.13 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 \$0.015 per common share. The stock options will vest over a 12-month period with 50% vesting immediately, and 25% at each of the six-month and twelve-month dates from the grant date. The stock options are subject to a four-month-and-one-day hold period from the date of the grant in accordance with applicable securities laws and were granted in accordance with the terms of the Company’s stock option plan and the policies of the CSE.

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: Interim CEO

Telephone: 1-833-928-8883

9. Date of Report

August 8, 2023