

## FORM 51-102F3

### MATERIAL CHANGE REPORT

#### 1. Name and Address of Company

LUXXFOLIO Holdings Inc. (the "Company")  
417 – 1080 Mainland Street  
Vancouver, British Columbia V6B 2T4

#### 2. Date of Material Change

November 28, 2024, and December 4, 2024.

#### 3. News Release

The Company filed and disseminated the news releases related to the material change on November 28, 2024, and December 4, 2024, on SEDAR and through the newswire services of Stockwatch and Baystreet.

#### 4. Summary of Material Change

The Company plans to undertake a proof-of-stake (PoS) cryptocurrency strategy involving the top PoS cryptocurrencies by market capitalization, provided that they trade on regulated cryptocurrency exchanges and are auditable. The Company also intends to carry out a non-brokered private placement of up to 43,333,333 units at a price of \$0.03 per unit.

#### 5.1 Full Description of Material Change

On November 28, 2024, the Company announced that the Board of Directors approved plans to initiate a cryptocurrency proof-of-stake (PoS) strategy to offer shareholders a diversified, pure-play, rolling portfolio of initially the top proof-of-stake cryptocurrencies by market capitalization, provided that they trade on regulated cryptocurrency exchanges and are auditable (the Strategy). The Company's initial intent is to exploit bitcoin's historical four-year cycle by buying the top proof-of-stake coins towards the beginning of the uptrend of the cycle and selling them towards the end of the uptrend (the first three years of the cycle). In addition, the Company intends to hedge and profit from bitcoin's downtrend (the last year of the cycle). Luxxfolio also plans to increase the value of its staking revenue by participating in yield generating decentralized finance (DeFi) opportunities and allocating certain cash flow to bitcoin as part of a treasury strategy to support long-term growth and resilience. The Company's current goal for the strategy is to help grow shareholder value throughout the bitcoin lead cryptocurrency cycle. The Company will evolve the Strategy as market conditions change. The Company also announced its intention to undertake a non-brokered private placement offering of units that would be priced according to CSE policies (the Financing) and that more details of the Financing would be disclosed soon.

On December 4, 2024, the Company announced the further details of the Financing. Such details included a non-brokered private placement offering of up to 43,333,333 units at a price of \$0.03 per unit for gross proceeds of up to \$1.3 million. Each unit will consist of one common share of the Company and one share purchase warrant. Each warrant will be exercisable into one common share of Luxxfolio for a period 18 months at an exercise price of

\$0.07 per common share. The Company will use the proceeds from the Financing to commence the Strategy, and working capital expenses such as the annual audit, organizing and holding the AGM, administrative expenses, and bona fide debt repayment of approximately \$125,000. The Financing may be completed in multiple closings. Securities issued pursuant to the Financing will be subject to a hold period expiring four months and one day from the date of issuance in accordance with applicable securities laws. The closing of the Financing is subject to the receipt of all necessary regulatory approvals, including that of the Canadian Securities Exchange.

**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: Geoff McCord

Officer: CFO and interim CEO

Telephone: (833) 928-8883

**9. Date of Report**

December 5, 2024