

## FORM 8

### NOTICE OF PROPOSED PROSPECTUS OFFERING

Please complete the following:

Name of Listed Issuer: **Luxxfolio Holdings Inc.** (the "Issuer").

Trading Symbol: **LUXX**

Date: **December 7, 2021**

Is this an updating or amending Notice: ☒ Yes ☐ No

If yes provide date(s) of prior Notices: **December 1, 2021.**

Issued and Outstanding Securities of Issuer Prior to Proposed Prospectus Offering:

**60,322,230 common shares**

Date of News Release Announcing Proposed Prospectus Offering: **November 30, 2021.**  
(or provide explanation if news release not disseminated yet and expected date or circumstances that are expected to trigger news release dissemination)

#### **1. Prospectus Offering**

1. Description of securities to be issued:

- (a) Class: Units (the "Units") consisting of one common share in the capital of the Issuer (each a "Common Share") and one half of one share purchase warrant of the Issuer (each whole warrant, a "Warrant").
- (b) Number 13,600,000 Units and 350,000 Warrants.
- (c) Price per security \$0.70 per Unit and \$0.04 per Warrant.
- (d) Voting rights Each holder of Common Shares is entitled to one vote per Common Share. .

2. Provide details of the net proceeds to the Issuer as follows:

- (a) Per security: \$0.658 per Unit for non-President's List Purchasers and \$0.679 for Units for President's List Purchasers as those terms are defined below, and \$0.0376 per Warrant.
- (b) Aggregate proceeds: \$9,534,000.00.

3. Provide description of any Warrants (or options) including:
- (a) Number 7,150,000 Warrants.
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) A total of 7,150,000 Common Shares.  
  
This does not include the Common Shares issuable under the Compensation Options and Compensation Warrants noted below.
  - (c) Exercise price \$1.00 per Common Share.
  - (d) Expiry date 24 months from closing of the Offering.
  - (e) Other significant terms N/A .
4. Provide the following information if debt securities are to be issued: **N/A**
- (a) Aggregate principal amount \_\_\_\_\_ .
  - (b) Maturity date \_\_\_\_\_ .
  - (c) Interest rate \_\_\_\_\_ .
  - (d) Conversion terms \_\_\_\_\_ .
  - (e) Default provisions \_\_\_\_\_ .
5. Details of currently issued and outstanding shares of each class of shares of the Issuer: 73,922,230 Common Shares
- \_\_\_\_\_ .
- \_\_\_\_\_ .
6. Describe any unusual particulars of the offering (i.e. tax “flow through” shares, special warrants, etc.). **N/A**
- \_\_\_\_\_ .
7. Provide details of the use of the proceeds: The net proceeds from the Offering will be used for working capital requirements and for the development, sustaining capital, and maintenance of the Issuer’s bitcoin mining operation. .

8. Provide particulars of any proceeds of the offering which are to be paid to Related Persons of the Issuer: N/A
9. Provide details of the amounts and sources of any other funds that will be available to the Issuer prior to or concurrently with the completion of the offering: N/A
10. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the offering (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker, finder or other person receiving compensation in connection with the offering (name, address, beneficial ownership where applicable)
- PI Financial Corp.  
Park Place  
1900-666 Burrard St.  
Vancouver, BC V6C 3N1
- Canaccord Genuity Corp.  
2100-609 Granville St.  
Vancouver, BC V7Y 1H2
- M Partners Inc.  
70 York St. #1560  
Toronto, ON M5J 1S9
- (together the "Underwriters")
- (b) Cash \$558,075.00 total cash commission paid to the Underwriters.
- Details of cash commission: 6% of the gross proceeds of the Offering, except for that portion of the gross proceeds that came from persons on the Issuer's President's List (each such person being a "President's List Purchaser" and such portion of gross proceeds from President's List Purchasers being the "President's List Proceeds"). A cash fee equal to 3% of the President's List Proceeds was paid to the Underwriters.
- (c) Securities 796,050 compensation options were issued the Underwriters (each a "Compensation Option"). Each Compensation Option will entitle the holder to purchase one unit (a

“**Compensation Unit**”) at an exercise price of \$0.70 per Compensation Unit. Each Compensation Unit will comprise of one Common Share and one-half of one share purchase warrant (each such whole warrant being a “**Compensation Warrant**”). Each Compensation Warrant will entitle the holder to acquire one Common Share at an exercise price of \$1.00 per Common Share for a period of 18 months after the closing of the Offering (the “**Closing**”).

- (d) Other **N/A**.
- (e) Expiry date of any options, warrants etc. The Compensation Options and Compensation Warrants will expire 18 months following the Closing.
- (f) Exercise price of any options, warrants etc. Each Compensation Option can be exercised for one Compensation Unit at a price of \$0.70 per Compensation Unit.

11. State whether the sales agent, broker, dealer, finder, or other person receiving compensation in connection with the offering is a Related Person of the Issuer with details of the relationship: Not a Related Person.

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12. Provide details of the manner in which the securities being offered are to be distributed. Include details of agency agreements and sub-agency agreements outstanding or proposed to be made including any assignments or proposed assignments of any such agreements and any rights of first refusal on future offerings: The Underwriters purchased the Offering on a bought deal basis. The Units were issued pursuant to a prospectus supplement dated December 1, 2021 to the Issuer’s short form base shelf prospectus dated November 26, 2021 (together the “**Prospectus**”) both of which have been filed with the regulatory authorities in all provinces of Canada except Quebec.

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13. Attach any term sheet, engagement letter or other document setting out terms, conditions or features of the proposed offering. Please refer to the Prospectus for full details of the Offering.

## Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 8 Notice of Proposed Prospectus Offering is true.

Dated December 7, 2021.

\_\_\_\_\_  
Anthony Wong

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*"Anthony Wong"*  
Signature

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Director