

LUXXFOLIO HOLDINGS INC.



DISCLOSURE AND CONFIDENTIALITY POLICY

November 4, 2025

DISCLOSURE AND CONFIDENTIALITY POLICY**1. Adoption**

This policy ("**Policy**") was approved by the Board of Directors ("**Board**") of Luxxfolio Holdings Inc.. ("**Company**") on the dates noted at the conclusion hereof. This Policy is intended to complement the Company's Insider Trading and Reporting Policy ("**Insider Trading Policy**"). This Policy, together with the Insider Trading Policy, is intended to assist the Company in complying with securities laws governing corporate disclosure, confidentiality and insider trading.

2. Purpose

It is the policy of the Company that all Material Information (as defined below) relating to the Company be disclosed to the investing public in a timely, factual and accurate fashion and that the Company's directors, executive officers (corporate officers and all Vice Presidents) and each of their direct reports; the staff of the financial, accounting, legal and investor relations departments; and any other employee(s) or other third parties with access to material undisclosed information (collectively, "**Corporate Actors**") conduct themselves in accordance with applicable legal and regulatory requirements.

3. Responsibility

- (a) **Individual Responsibility.** Every officer, director and employee of the Company will be held responsible for their compliance with this Policy. The individual who breaches this Policy may find himself or herself personally exposed to a wide range of penalties, fines and penal sanctions as well as civil actions for damages and administrative sanctions by securities commissions and other regulatory bodies. Breaches of this Policy by employees may also expose the Company to regulatory and civil actions and the censure of the investing public.

If appropriate, the Company will report violations of this Policy to the appropriate regulatory authorities and will assist such authorities in investigating, and even prosecuting, violations of this Policy by the Company's directors, officers and employees.

- (b) **Direct Supervision.** The Chief Executive Officer ("**CEO**") and Chief Financial Officer ("**CFO**") (collectively the "**Designated Officers**") shall jointly be responsible for ensuring that the Company complies with this Policy and that Corporate Actors are familiar with its contents.
- (c) **Board Oversight.** Subject to the Audit Committee's responsibility in relation to financial disclosure as set out in the Audit Committee Charter, the Corporate Governance and Nominating Committee shall have general oversight over the adherence by the Company to the terms of this Policy and the adequacy of this Policy in light of changes to the Company's circumstances and regulatory environment.

The Corporate Governance and Nominating Committee shall annually review compliance with this Policy as well as the substance of this Policy, itself, and recommend any necessary changes to the Board of Directors.

4. Review of Disclosure.

- (a) **Basic Rule.** Every written public disclosure relating to or concerning the Company provided to third parties by a Corporate Actor shall be reviewed and approved by both of the Designated Officers.

In the event that one of the Designated Officers is unavailable during the requisite time period, the written disclosure shall be reviewed and approved by one of the Designated Officers and one other senior officer of the Company.

- (b) **Disagreements and Ambiguities.** In the event there is a disagreement between the two officers reviewing written disclosure, or if there is any uncertainty on the part of either of the officers as to whether information should be disclosed or when a material change has occurred, such question shall be referred to the Company's regular corporate counsel.
- (c) **Financial Matters.** Notwithstanding Section 4(b) above, if a disagreement or ambiguity relates to the financial reporting obligations of the Company, the issue shall be raised immediately with the Audit Committee (which, if it wishes, may seek the assistance of legal counsel or the Company's auditors).

5. Disclosure of Material Information

- (a) **What is Disclosed?** The Company shall, subject only to the provisions relating to confidentiality described in Section 6, promptly disclose all material information. "Material Information" is any information relating to the business, operations or capital of the Company that would reasonably be expected to have a significant effect on either the market price or the value of, any of the securities of the Company.
- (b) **When is Material Information Disclosed?** Subject to Confidential Material Information, which shall be disclosed in accordance with Section 6, Material Information shall be disclosed as promptly as possible in accordance with the provisions of this Section 5.

A change in Material Information (which must be reported immediately) shall be deemed to occur: (i) when a decision to implement the change is made by the Board; or (ii) the decision is made by senior management of the Company in the belief that confirmation of the decision by the Board is probable.

Disagreements or uncertainty as to whether a change of Material Information has occurred shall be resolved in accordance with Section 4(b) herein.

- (c) **Material Information.** Examples of potentially Material Information include the following:

Changes in Corporate Structure

- change of name in the Company
- changes in share ownership that may affect control of the Company
- major reorganizations, amalgamations, or mergers
- take-over bids, issuer bids, or insider bids

Changes in Capital Structure

- the public or private sale of additional securities
- planned repurchases or redemptions of securities

- planned splits of common shares or offerings of warrants or rights to buy shares
- any share consolidation, share exchange, or stock dividend
- changes in a Company's dividend payments or policies and the declaration or omission of dividends (either securities or cash)
- the possible initiation of a proxy contest
- material modifications to rights of security holders

Changes in Financial Results

- firm evidence of a significant increase or decrease in near-term earnings prospects
- unexpected changes in the financial results for any periods
- shifts in financial circumstances, such as cash flow reductions, major asset write offs or write-downs
- changes in the value or composition of the Company's assets

Changes in Business and Operations

- any development that affects the Company's resources, technology, products or markets
- a significant change in capital investment plans or corporate objectives
- major labour disputes or disputes with a major contractor or supplier
- significant new contracts, products, patents, or services or significant losses of contracts or business
- changes to the Board or executive management, including the departure of the Company's CEO, President or CFO (or persons in equivalent positions)
- any oral or written employment, consulting or other compensation arrangements between the Company and/or its subsidiaries and any director or officer of the Company and/or its subsidiaries or their associates, for their services as directors or officers, or in any other capacity
- the commencement of, or developments in, material legal proceedings or regulatory matters
- waivers of corporate ethics and conduct rules for officers, directors, and other key employees
- any notice that reliance on a prior audit is no longer permissible
- de-listing of the Company's securities or their movement from one quotation system or exchange to another
- notice of suspension review or suspension of trading of the Company's securities
- exploration results
- significant litigation

Acquisitions and Dispositions

- significant acquisitions or dispositions of assets, property or joint venture interests
- acquisitions of other companies, including a take-over bid for, or merger with, another Company

Changes in Credit Arrangements

- the borrowing or lending of a significant amount of money
- any mortgaging, hypothecating or encumbering of the Company's assets
- defaults under debt obligations, agreements to restructure debt, or planned enforcement procedures by a bank or any other creditors
- changes in rating agency decisions

- significant new credit arrangements

The above list is not exhaustive and will be reviewed and amended by the Company on a regular basis.

(d) **Principles of Disclosure.** The following principles shall be observed by the Company in disseminating changes in Material Information:

- (i) Changes in Material Information shall be disclosed by way of a press release disseminated through a newswire service approved by the Company's corporate counsel. Any such press release shall be filed on SEDAR.
- (ii) If it appears that there will be significant delays in issuing a press release, whether occasioned by the Company or a third party, the issue of the delay shall be raised with the Company's corporate counsel and, if necessary, the Investment Industry Regulatory Organization of Canada ("IIROC") to determine whether trading in the Company's shares should be halted pending release of the Material Information.
- (iii) In any event, the news release containing the Material Information in question may be faxed to IIROC for its review prior to dissemination of the news release.
- (iv) The Company will not, except in exceptional circumstances, delay a news release containing changes in Material Information because of a need for third party approval. In those exceptional circumstances, the Company shall follow the procedure for disseminating confidential information described in Section 6. To prevent this situation from arising, the officers of the Company shall ensure:
 - (A) that where a contract provides that the other party has the right to review or approve any public disclosure, there is provision in the contract for the Company to make public disclosure on reasonable notice to the third party if the Company is obliged to do so under applicable law;
 - (B) news releases are drafted well ahead of changes in Material Information, particularly the entering into of material contracts, so that these releases may be reviewed and approved in advance of the change occurring; and
 - (C) provided that the identity of the third party does not, itself, constitute Material Information, a news release is issued immediately without identifying the third party, if its permission is not forthcoming.
- (v) News releases describing Material Information shall be posted on the Company's website following their dissemination by newswire and filing on SEDAR.
- (vi) Disclosure should not contain half-truths or any information which requires additional information not to be misleading.
- (vii) The Company shall disclose unfavourable Material Information as promptly and completely as it discloses favourable Material Information.
- (viii) Material Information that has been disclosed must be updated if earlier disclosure has become misleading due to intervening events.

- (ix) In addition to issuing a news release as set out herein, changes to Material Information shall be reflected in a material change report and filed on SEDAR within ten (10) days of its occurrence. Material contracts outside of the Company's ordinary course of business shall be filed on SEDAR.

6. Disclosure of Confidential Material Information

- (a) **General.** Securities legislation permits the Company to delay disclosure of a change of Material Information and to keep it confidential temporarily, when immediate release of the information would be unduly detrimental to the Company's interests. This can arise, for example, when immediate disclosure might interfere with the Company's pursuit of a specific objective or strategy, with ongoing negotiations, or with its ability to complete a transaction.
- (b) **Determining When to Keep Changes Confidential.** The test provided by Canadian securities regulators is that changes to Material Information may be kept confidential when harm to the Company's business from disclosing outweighs the general benefit to the market of immediate disclosure. A factor in this test is whether there is reasonable likelihood of market participants, not subject to obligations of confidentiality, becoming aware of the change in Material Information before it is disseminated in accordance with Section 5.

Any question as to whether it is appropriate for a change in Material Information to be kept confidential shall be resolved as set out in Section 4(b).

- (c) **Procedure.** If the Designated Officers of the Company determine in accordance with this Policy that it is appropriate for a change or pending change in Material Information to be kept confidential, the Company shall file a confidential material change report with the appropriate securities commissions, the Canadian Securities Exchange and IIROC. This confidential filing, and the Company's evaluation of the need for confidentiality, must be renewed every ten (10) days, if the Company wants the change in Material Information to remain confidential.
- (d) **Leaks.** One of the Designated Officers or a person nominated by them shall, during the period the Company has confidential Material Information, carefully monitor market activity in the Company's securities. If the confidential Material Information, or rumours about it, have leaked or appear to be impacting the Company's share price, the Company will review the situation and may be required to immediately disclose the confidential Material Information in accordance with Section 5.

7. Earnings Guidance and Future-Oriented Information

- (a) **General Policy.** It is the Company's policy not to provide earnings guidance to the public or to persons, such as analysts, whose work is to make the results of such guidance available to the public. Future-oriented financial information can, of course, be provided to third parties in other circumstances, provided that a Non-Disclosure Agreement is in place or the third party is subject to professional obligations of confidentiality, there is a reasonable expectation of confidentiality on the part of the officer and such disclosure is made in the necessary course of the Company's business.

- (b) **Future-Oriented Information Generally.** Forward-looking information (financial or otherwise) may be provided to market participants if it is general and does not touch upon material, bottom-line financial results and is accompanied by the following:
- (i) The information is clearly identified as forward-looking;
 - (ii) The Company identifies all material assumptions in the forward-looking information;
 - (iii) The forward-looking information is expressed as clearly conditional;
 - (iv) The information is accompanied by a statement that identifies, in very specific terms, the risks or uncertainties that may cause the actual results to differ materially from those projected in the statement, and puts market participants on notice that they should not rely on such forward-looking statements;
 - (v) Officers are aware at the time they make forward-looking statements that, if material, those statements will need to be publicly revised or corrected if subsequent events make them misleading; and
 - (vi) The forward-looking information, if financial in nature, either refers to performance in the next quarter, or has been approved for dissemination by the Audit Committee.
- (c) **Managing Expectations.** Notwithstanding the general policy set out in Section 7(a), if the Company determines that it will be reporting results materially below or above widely-held public expectations, it will review the need to disclose this fact in a news release.

8. Selective Disclosure and Tipping

- (a) **What is Selective Disclosure or Tipping?** Securities legislation prohibits Corporate Actors from providing undisclosed Material Information to third parties, other than in the necessary course of business. The prohibition applies whether the Company or the person providing selective disclosure gains a benefit from the disclosure or not.
- (b) **General Prohibition.** No Corporate Actor shall engage in selective disclosure. Any question of whether anticipated disclosure is in the necessary course of business shall be resolved by appealing to the Designated Officers.
- (c) **Inadvertent Selective Disclosure.** In the event a Corporate Actor inadvertently discloses Material Information to a market participant that has not been generally disseminated, the Corporate Actor shall immediately report the selective disclosure to one of the Designated Officers and the Company shall immediately disclose the Material Information in question in accordance with Section 5 or Section 6.
- (d) **Equality of Treatment.** It is understood that in individual or small-group communications, certain non-Material Information may be provided that has not been generally disclosed to the public. Such information, usually supplied in response to the questions of analysts or other investors, must be provided to any person who makes similar inquiries of the Company. Market participants shall be treated equally by Corporate Actors with respect to non-Material Information.

9. Prohibition on Certain Uses of the Internet

Corporate Actors are prohibited from disclosing information, material or not, in internet chatrooms, newsgroups, blogs or the website of any third party. Corporate Actors that participate in such forums and write on other subjects may not, without the written permission of a Designated Officer, identify himself or herself as a representative of, or affiliated with, the Company.

10. Maintaining Confidential Information

- (a) **Corporate Information.** Corporate Actors are reminded that they have common law and/or contractual duties prohibiting them from releasing any information not generally known concerning the Company or its affairs, other than as is necessary to discharge their responsibilities to the Company. This Policy relies upon Corporate Actors adhering to their duties in this regard.
- (b) **Third Party Information.** The Company is generally under contractual and common law duties with respect to confidential information it receives from various third parties such as its customers, suppliers, or business partners. This third party information shall be kept confidential by Corporate Actors. In particular, Corporate Actors should take the same measures with respect to the confidential information of third parties as they take with respect to confidential information of the Company.
- (c) **Rules of Thumb.** While not intended to be comprehensive, the following are basic rules that should be followed to preserve the confidential information of the Company and third parties:
 - (i) Confidential papers or electronic media should have "CONFIDENTIAL" or a stronger term clearly written or stamped on them.
 - (ii) Documents and files, including electronic files, should be kept in a safe place to which access is restricted to individuals who need to know the information for the purpose of carrying out their responsibilities on behalf of the Company.
 - (iii) Confidential matters should not be discussed in places where the discussion may be overheard such as elevators, hallways, restaurants, airplanes or taxis.
 - (iv) Confidential information should not be read or displayed in public places and should not be discarded where others can easily retrieve them.
 - (v) Transmission of documents by electronic means, such as by fax or directly from one computer to another, should be made only when it is reasonable to believe that the transmission can be made or received under secure conditions.

11. Public Communications

- (a) **What are Public Communications?** For the purpose of this section, "Public Communications" include all press releases, material change reports, financial statements, annual information forms, information circulars, other legislative or regulatory disclosure documents, conference calls, shareholder meetings, analyst meetings, telephone calls to or from shareholders or other market participants, emails to or from shareholders or other market participants, as well as any other means by which the

Company provides information to participants or potential participants in the market for the Company's securities.

- (b) **Who is Authorized to Make Public Communications?** Only the CEO and CFO are authorized to make or approve Public Communications. Any conference calls with shareholders, investors and analysts will be held by either the CEO or CFO. Only the CEO and CFO are permitted to communicate with analysts concerning the Company. Other executives and staff may speak to analysts only with the pre-authorization of the CEO or CFO. The Company observes "quiet periods" which means that there will be no discussion with analysts, investors or other market participants during a blackout period or during a time where the Company may be involved in a take-over bid, issuer bid, business combination, prospectus offering, private placement, amalgamation, arrangement, capital reorganization or similar transaction except (i) where, in the course of such discussions, no information is imparted by the Company that has not been in the public domain for at least 24 hours; (ii) where each party to such discussions (other than the Company) is acting in its capacity as a professional advisor; and (iii) in exceptional circumstances as determined by the Board or the CEO. Any speaking engagement by an employee of the Company that falls under the definition of Public Communications as defined below must have prior approval from the CEO, CFO or a divisional Vice President. They may delegate this responsibility in certain circumstances to other employees, directors or agents, but the Designated Officers are responsible for reviewing the form and substance of the proposed Public Communication.

The Designated Officers may not delegate responsibility for reviewing and approving formal disclosure documents required by Canadian securities legislation or policies, other than press releases which may be handled as set out in 4(a) if one of the Designated Officers is unavailable.

- (c) **Non-Authorized Personnel.** Any Corporate Actor approached to make a Public Communication, such as speaking at an industry conference, shall refer interested persons to one of the Designated Officers.
- (d) **Conference Calls.** Calls with shareholders, investors and analysts should be handled as follows:
- (i) at least one of the Designated Officers shall have general responsibility for supervising the conference call and the information to be provided in it;
 - (ii) several days prior to the conference call, the Company shall disseminate a press release announcing that the conference call will be held, along with the conference call numbers and the date and time;
 - (iii) the conference operator will be provided with a script containing the Company's cautionary statement regarding any forward-looking information provided in the course of a call;
 - (iv) presentations of any officer or employee speaking in the call must be scripted and contain limited forward-looking information in conformity with Section 7. The provision of earnings guidance must be avoided pursuant to Section 7(a);

- (v) previously undisclosed Material Information may not be provided in the course of a call, pursuant to Section 8;
 - (vi) in the event that undisclosed Material Information is inadvertently disclosed during a conference call, such Material Information must be immediately disseminated by news release in conformity with Section 5;
 - (vii) there shall always be at least two officers of the Company present on a conference call so that the officer not making the presentation or answering the questions may determine whether un disclosed Material Information is being inadvertently communicated;
 - (viii) the conference call may conclude with a question and answer period and at the Company's option, general callers may be provided with a listen-only service, while analysts are provided with the ability to ask questions; and
 - (ix) an audio recording of the conference call shall be made available to those unable to attend the conference call and shall remain available for at least 14 days.
- (e) **Communication with Analysts.** Only a Designated Officer or a person designated in writing by one of them may communicate with analysts. The Company's policy with respect to interactions with analysts are as follows:
- (i) selective disclosure must be avoided pursuant to Section 8;
 - (ii) no information may be provided to analysts that will not be provided to any person who makes similar inquiry pursuant to Section 8(d);
 - (iii) Corporate Actors shall not become involved in approving or influencing analyst opinions or conclusions, aside from merely correcting factual errors, provided that such corrections are based on non-Material Information or Material Information that has been publicly disseminated;
 - (iv) no Corporate Actor shall distribute analyst reports to persons outside the Company or publicly endorse such a report;
 - (v) the Company will not post analyst reports on its website as set out in Section 14(d).
- (f) **Quiet Periods.** During a blackout period the Company shall not engage in discussions with analysts, investors or other market participants, except (i) where, in the course of such discussions, no information is imparted by the Company that has not been in the public domain for at least 24 hours; (ii) where each party to such discussions (other than the Company) is acting in its capacity as a professional advisor; and (iii) in exceptional circumstances. In addition, in connection with a take over bid, issuer bid or business combination or a prospectus offering, private placement, amalgamation, arrangement, capital reorganization or similar transaction, subject to certain limited exemptions (such as exercise of previously granted options, warrants or similar rights), neither the Company nor any director or officer or other insider of the Company shall bid for or purchase a "restricted security" for their own account or for an account over which they exercise control or direction or attempt to induce or cause any person or company to purchase a restricted security (see Ontario Securities Commission Rule 48-501). A restricted security

for this purpose is any security offered pursuant to the prospectus or private placement offer or offered by the Company pursuant to any securities exchange take over bid, any security of the Company subject to an issuer bid or a security of the Company issuable pursuant to a business combination. These restrictions shall apply: (i) in the case of a private placement or public offering commencing on the date that is two trading days prior to the date that the offering price of the offered securities is determined and ending on the date that the selling process in respect of the offering ends and all stabilizations relating to the offered security are terminated; (ii) in the case of a take over bid or issuer bid, commencing on the date of dissemination of the take over bid or issuer bid circular and ending on the termination of the period during which the securities may be deposited under the bid; and (iii) in the case of another type of business combination, commencing on the date that the information circular for such transaction is disseminated and ending on the date of approval of the transaction by securityholders. A member of the Corporate Governance and Nominating Committee should be consulted if there is any question as to when these restrictions shall have ceased to apply in any particular circumstance.

12. Liability to Investors in the Secondary Market

- (a) Legislation now enacted in various Canadian provinces (and applicable to the Company by virtue of its participation in the capital markets of such provinces) gives investors in the secondary market the right to sue any public Company and key related people for making public misrepresentations about the Company or for failing to make timely disclosure as required by law.
- (b) The legislation provides secondary market investors with limited right of action against an issuer of securities, its directors, responsible senior officers, “influential persons” (ie. large shareholders with influence over disclosure), auditors and other responsible experts. Secondary market investors have the right to seek limited compensation for damages suffered at a time when the issuer had made, and not corrected, public disclosure (either written or oral) that contained an untrue statement of a material fact or failed to make required material disclosure.
- (c) Investors have the right to sue whether or not they actually relied on the misrepresentation or failure to make timely disclosure.
- (d) The issuer and other possible defendants are afforded varying defences based on the responsibility for the disclosure. For some types of disclosure, a person has a defence if that person conducted due diligence. For other types of disclosure, the person is not liable unless the plaintiff proves that the person knew the information would have been discovered about the misrepresentation, deliberately avoided acquiring knowledge or was guilty of gross misconduct in making the misrepresentation.
- (e) In order to limit potential exposure, the Designated Officers will conduct or cause to be conducted a reasonable investigation of the disclosure to be released such that the Designated Officers would be satisfied that there would be no reasonable grounds to believe that the document or oral statement contains any misrepresentation. Similarly the Designated Officers will conduct or cause to be conducted a reasonable investigation to ensure that there would be no reasonable grounds to believe that a failure to make timely disclosure would occur.

- (f) Strict adherence to this Policy will assist to minimize exposure to potential liabilities under current and proposed legislation.

13. Website

- (a) **General Rule.** The Company's website should not contain any disclosure that would, whether through website architecture, overt statement or omission, materially misrepresent the Company, its business prospects or financial status.
- (b) **Regular Review.** One of the Designated Officers or an employee delegated by that officer shall review the Company's website every quarter to ensure that disclosure on the website is accurate, complete and up to date. Annually, counsel to the Company shall review the corporate website for the same purpose.
- (c) **Links to Third Party Sites.** Unless approved by the Corporate Governance and Nominating Committee, the Company's website may not link to a third party website. In the event such a link is permitted, it should be clear to visitors that they leaving the Company's website when clicking on the link.
- (d) **Analyst Reports.** The Company may provide on its website a list of the investment firms that provide coverage of the Company, along with relevant contact information. The Company may not, however, provide links to those firms or the analyst reports themselves.
- (e) **Investor Relations Material.** Investor relations material shall be contained within a separate section of the Company's website and will include a notice that advises the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent disclosures. All data posted to the website, including text and audiovisual material, shall show the date such material was issued.

14. Disclosure Record

Designated Officers or an employee they designate, shall maintain a four year file containing all public information provided about the Company, including continuous disclosure documents, news releases, analyst reports, transcripts or recordings of conference calls, notes of meetings with analysts or investors, notes from telephone conversations with analysts and investors, and newspaper or other media articles.

Approved by the Board November 4, 2025

I have read, understand and agree to be bound by, as a condition of employment, this Information Disclosure Policy.

Employee Signature

Witness Signature

Employee Name (Please Print)

Date