Form 51-102F3
Material Change Report

1. Name and Address of Company

TWX Group Holding Limited (the “Company”)

Suite 908 - 938 Howe Street
Vancouver, B.C. V6Z 1N9

2. Date of Material Change

August 18, 2022

3. News Release

A news release dated August 18, 2022 was disseminated through Canada Stockwatch, Market News.

4. Summary of Material Change

TWX Group Holding Limited announces the revocation of the dual cease trade order issued by the British Columbia Securities Commission and the Ontario Securities Commission. The Company wishes to continue and further grow its business goals in the above mentioned jurisdictions by trading its shares after receiving the Cease Trade Revocation Order.

5. Full Description of Material Change

Vancouver, B.C., August 18, 2022: TWX Group Holding Limited (the “Company”) (CSE: TWX.X) is pleased to announce that the dual cease trade order issued by the British Columbia Securities Commission and the Ontario Securities Commission (collectively, the "Commissions") on January 6, 2021 (the "CTO") against the Company has been revoked effective today.

The Commissions had issued the CTO against the Company for failure to meet the filing deadlines for the Company's audited annual financial statements (the "Financial Statements"), annual management's discussion s (the "MD&A"),and analysis and certification of annual filings (the "Certifications") for the year ended August 31, 2020.

On November 24 2021, the Financial Statements, the MD&A and the Certifications were filed by the Company for the fiscal years ended August 31, 2020 and 2019. On November 24 2021, the Company filed interim financial statements for the periods ended November 30, 2020, February 28, 2021 and May 31, 2021 as well as the related, management's discussion and analysis and certifications. On March 21 2022, the Company filed the Financial Statements, the MD&A and the Certifications for the fiscal years ended August 31, 2021 and 2020 and interim financial statements for the periods ended November 30, 2021 and 2020. On April 28, 2022, the Company filed interim financial statements for the periods ended February 28, 2022 and 2021 as well as the related, management's discussion and analysis and certifications. On June 30, 2022 the Company filed amended and restated interim financial statements and MD&A for the periods ended February 28, 2022 and 2021 and filed the accompanying certifications on July 4, 2022.

The Company has addressed all of the outstanding filing deficiencies and brought its continuous disclosure records on SEDAR up to date at www.sedar.com.

The Company is considering different business opportunities and will announce same if and when the Company enters into any agreements in furtherance of same.

For a full description of the material change, see Schedules "A" and “B”.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable

7. Omitted Information

Not applicable

8. Executive Officer

Kevin Beaulieu (Director and CEO)
Suite 908 - 938 Howe Street
Vancouver, B.C.
V6Z 1N9
604 605-7011
twxgroupholding@gmail.com

9. Date of Report

August 18, 2022

SCHEDULE "A"

News Release

TWX GROUP HOLDING LIMITED
Suite 908 - 938 Howe Street
Vancouver, B.C.
V6Z 1N9
Phone: (604) 605 7011

Press Release

Vancouver, B.C., August 18, 2022: TWX Group Holding Limited (the “Company”) is pleased to announce that the dual cease trade order issued by the British Columbia Securities Commission and the Ontario Securities Commission (collectively, the "Commissions") on January 6, 2021 (the "CTO") against the Company has been revoked effective today.

The Commissions had issued the CTO against the Company for failure to meet the filing deadlines for the Company's audited annual financial statements (the "Financial Statements"), annual management's discussion s (the "MD&A"),and analysis and certification of annual filings (the "Certifications") for the year ended August 31, 2020.

On November 24 2021, the Financial Statements, the MD&A and the Certifications were filed by the Company for the fiscal years ended August 31, 2020 and 2019. On November 24 2021, the Company filed interim financial statements for the periods ended November 30, 2020, February 28, 2021 and May 31, 2021 as well as the related, management's discussion and analysis and certifications. On March 21 2022, the Company filed the Financial Statements, the MD&A and the Certifications for the fiscal years ended August 31, 2021 and 2020 and interim financial statements for the periods ended November 30, 2021 and 2020. On April 28, 2022, the Company filed interim financial statements for the periods ended February 28, 2022 and 2021 as well as the related, management's discussion and analysis and certifications. On June 30, 2022 the Company filed amended and restated interim financial statements and MD&A for the periods ended February 28, 2022 and 2021 and filed the accompanying certifications on July 4, 2022.

The Company has addressed all of the outstanding filing deficiencies and brought its continuous disclosure records on SEDAR up to date at www.sedar.com.

The Company is considering different business opportunities and will announce same if and when the Company enters into any agreements in furtherance of same.

On behalf of the Board of

TWX Group Holding Limited

<u>/s/ “Kevin Beaulieu”</u>
Kevin Beaulieu
Chief Executive Officer

SCHEDULE "B"

British Columbia Securities Commission Order

Citation: 2022 BCSECCOM 298

Revocation Order

TWX Group Holding Limited

**Under the securities legislation of British Columbia and Ontario
(the Legislation)**

Background

¶ 1 TWX Group Holding Limited (the Issuer) is subject to a failure-to-file cease trade order (the FFCTO) issued by the regulator of the British Columbia Securities Commission (the Principal Regulator) and Ontario (each a Decision Maker) respectively on January 6, 2021.

¶ 2 The Issuer has applied to each of the Decision Makers under National Policy 11-207 *Failure-to-File Cease Trade Orders and Revocation in Multiple Jurisdictions* (NP 11-207) for an order revoking the FFCTO.

¶ 3 This order is the order of the Principal Regulator and evidences the decision of the Decision Maker in Ontario.

Interpretation

¶ 4 Terms defined in National Instrument 14-101 *Definitions* or in NP 11-207 have the same meaning if used in this order, unless otherwise defined.

Order

¶ 5 Each of the Decision Makers is satisfied that the order to revoke the FFCTO meets the test set out in the Legislation for the Decision Maker to make the decision.

¶ 6 The decision of the Decision Makers under the Legislation is that the FFCTO is revoked as it applies to the Issuer.

¶ 7 August 18, 2022

Allan Lim

Allan Lim, CPA, CA
Manager, Corporate Disclosure
Corporate Finance

TO:

TWX Group Holding Limited
908 – 938 Howe Street
Vancouver BC V6Z 1N9
Email: twxgroupholding@gmail.com

Stock Transfer Department
AST Trust Company (Canada)
1200 – 1 Toronto Street
Toronto ON M5C 2V6
Email: lmacfarlane@astfinancial.com