FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Issuer:**

MiniLuxe Holding Corp. (formerly, Rise Capital Corp.) (the "**Company**")
One Faneuil Hall Sq., 7th Floor
Boston, Massachusetts, 02109

2. **Date of Material Change:**

February 7, 2025.

3. **News Release:**

The news release was issued and disseminated on February 10, 2025, and subsequently filed on SEDAR+.

4. **Summary of Material Change:**

On February 10, 2025, the Company announced that it had closed a second and final tranche of a non-brokered private placement offering of Subordinate Voting Shares of the Company (the "**Offering**") for gross proceeds of approximately USD$3,436,250, resulting in gross proceeds across both tranches of the Offering of approximately USD$5,057,500. Additionally, the Company entered into debt settlement agreements with debenture holders to settle an aggregate of USD$1,055,577 of the Company’s outstanding debt related to the principal and accrued but unpaid portions of interest payments outstanding under certain convertible debentures of the Company (the “**Shares for Debt Settlement**”).

5. **5.1 – Full Description of Material Change:**

The second and final closing of the Offering resulted in the issuance of 6,247,717 Subordinate Voting Shares of the Company at a price of USD$0.55 per Subordinate Voting Share. All securities issued pursuant to the Offering are subject to a hold period of four months pursuant to applicable securities laws.

In addition to the second and final closing of the Offering, the Company also entered into additional debt settlement agreements to satisfy an aggregate of USD$1,055,577 of outstanding debt related to the principal and accrued but unpaid interest on certain convertible debentures of the Company (the “**Debentures**”). As part of this debt conversion, an aggregate of 2,294,731 Subordinate Voting Shares will be issued at a deemed price of USD$0.46 per share, with an effective conversion date of February 7, 2025. The issuance of these shares remains subject to TSX Venture Exchange approval.

Certain directors of the Company (collectively, the “**Insiders**”) beneficially acquired an aggregate of 49,998 Subordinate Voting Shares in the second and final tranche of the Offering and, as such, the Offering may constitute a related party transaction under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"). The Offering is exempt from the formal valuation requirements of Section 5.4 of MI 61-101 by virtue of Section 5.5(b) of MI 61-101, and the minority shareholder approval requirements of Section 5.6 of MI 61-101 by virtue of Section 5.7(1)(a) of MI 61-101 on the basis that (i) no securities of the Company are listed or quoted on the specified markets, and (ii) at the time the Offering was completed, neither the fair market value of, nor the fair market value of the consideration for, the securities acquired by the Insiders exceeded 25% of the Company's market capitalization (as determined in accordance with MI 61-101).

For further information, please see the Company’s news releases dated November 27, 2024, January 2, 2025 and February 10, 2025.

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

Not applicable.

7. **Omitted Information:**

No significant facts remain confidential in, and no information has been omitted from, this report.

8. **Executive Officer:**

For further information, please contact Anthony Tjan, Chairman and Chief Executive Officer, at (617) 684-2731.

9. **Date of Report:**

February 12, 2025.