



**ANNUAL GENERAL MEETING FOR LUFF ENTERPRISES LTD
(FORMERLY ASCENT INDUSTRIES CORP.)
NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS**

You are receiving this notification as Luff Enterprises Ltd. (“**Luff**” or “**Corporation**”) has elected to use the notice and access model for delivery of meeting materials to all registered and beneficial holders (“**Shareholders**”) of Common Shares of Luff (“**Common Shares**”). Under notice and access, Shareholders receive a proxy or voting instruction form enabling them to vote at Luff’s annual general meeting (the “**Meeting**”); however, instead of receiving a paper copy of the Information Circular (defined below) and other meeting materials, Shareholders receive this notice with information on how they may electronically access, or receive a paper copy of, the meeting materials. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and also will reduce the cost of printing and mailing meeting materials to Shareholders.

ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Meeting will be held at the Corporation’s registered offices at 800 – 543 Granville Street, Vancouver, BC V6C 1X8 on Wednesday, June 24, 2020 at 10:00 a.m. (Vancouver time). **Due to restrictions on mass gatherings implemented by the Government of British Columbia in response to the COVID-19 (Coronavirus) outbreak and out of concern for the wellbeing of all participants, Shareholders, and guests will not be permitted to physically attend the Meeting. Shareholders are encouraged to exercise their voting rights by mail, fax or internet in advance of the Meeting.**

ANNUAL GENERAL MEETING OF SHAREHOLDERS

The five items of business at the Meeting are:

1. Receive the audited consolidated financial statements for the Corporation for the fiscal year ended December 31, 2018 **and** the audited consolidated financial statements for the Corporation for the fiscal year ended December 31, 2019, and the independent auditor’s report thereon;
2. Fix the number of directors of the Corporation at three;
3. Electing the directors of the Corporation;
4. Appointing the auditor of the Corporation and to authorize the directors to fix remuneration to be paid to the auditor; and
5. The annual approval of the Corporation’s 2017 Incentive Stock Option Plan.

The specific details of the matters to be brought before the meeting are set forth in Luff’s Management Information Circular dated May 20, 2020 (the “**Information Circular**”). **Shareholders are reminded to review the Information Circular carefully and in full prior to voting in relation to the matters to be considered at the Meeting.** Disclosure regarding matters to be considered at the Meeting may be found in the following sections of the Information Circular:

1. Financial Statements and Auditor’s Report. See the section entitled “Financial Statements” in the Information Circular;
2. Fix the number of directors at three. See the section entitled “Election of Directors” in the Information Circular;
3. Election of Directors. See the section entitled “Election of Directors” in the Information Circular;
4. Appointment of Auditors. See the section entitled “Appointment of Auditor” in the Information Circular; and
5. Approval of the Corporation’s 2017 Incentive Stock Option Plan. See the section entitled “Particulars of Matters to be Acted Upon – Annual Approval of 2017 Incentive Stock Option Plan” – In the Information Circular;



THE RIGHT TO VOTE

Holders of Common Shares as at the close of business on May 12, 2020 are entitled to receive notice of and vote at the Meeting, or any adjournment(s) or postponement(s) thereof.

Shareholders are requested to carefully follow the instructions on the enclosed proxy or voting instruction form, including when and where the proxy or voting instruction form is to be delivered and the manner in which voting instructions may be provided. Voting instructions must be provided at least 48 hours, excluding Saturdays, Sundays and holidays, before the Meeting or any adjournments or postponements thereof. Please see the Information Circular for further instructions on voting.

Beneficial Shareholders (as defined in the Information Circular) should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person or that the Common Shares are duly registered in their name. See the Information Circular for further instructions.

VOTING INSTRUCTIONS

Your vote is important to Luff and you are encouraged to vote!

Shareholders are asked to return their voting instruction form using one of the following methods by 10:00 a.m. (Pacific Daylight Savings Time) on Monday, June 22, 2020:

INTERNET: www.eproxy.ca

EMAIL: proxy@transferagent.ca

FACSIMILE: 604-559-8908

MAIL: National Securities Administrators Ltd.
702 – 777 Hornby Street,
Vancouver, BC V6Z 1S4

WEBSITE WHERE MEETING MATERIALS ARE POSTED

The Information Circular and other meeting materials can be viewed online at www.SEDAR.com or at:
www.luffbrands.com

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Shareholders may request paper copies of the meeting materials be sent to them by postal delivery at no cost. Requests for meeting materials may be made up to one year from the date the Information Circular was filed on SEDAR, by telephone at 1-888-787-0888 or by email request to Dan Deutsch at ddeutsch@dsavocats.ca or to proxy@transferagent.ca.

Requests should be received at least 5 business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form in order to receive the meeting materials in advance of such date and the meeting date.

QUESTIONS

Shareholders with questions about notice and access can email ddeutsch@dsavocats.ca.

TELECONFERENCE

A teleconference of the Meeting will be available. The details for the teleconference will be announced prior to the Meeting via press release and will be available on the Corporation's website at www.luffbrands.com.