

LUFF ENTERPRISES LTD

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual meeting (the “**Meeting**”) of the shareholders of Luff Enterprises Ltd., formerly Ascent Industries Corp., (the “**Company**”) will be held at 10:00am (Pacific Daylight Savings Time) on June 24, 2020 at the registered office of the Company located at Suite 800 – 543 Granville Street, Vancouver, BC V6C 1X8, to consider and take actions on the following matters:

1. Receive the audited annual consolidated financial statements of the Company for the fiscal year ended December 31, 2018 **and** the audited consolidated financial statements for the Company for the fiscal year ended December 31, 2019, together with the notes and the independent auditor’s report thereto;
2. Fix the number of directors of the Company to 3;
3. Elect the directors of the Company to hold office until the close of the next annual general meeting of the Shareholders;
4. To appoint Kingston Ross Pasnak LLP as the auditor of the Company for the ensuing year and to authorize the board of directors of the Company to fix the remuneration to be paid to the auditor;
5. To approve the Company’s 2017 Incentive Stock Option Plan, as required annually by policies of the Canadian Securities Exchange; and
6. To transact such other business as may properly be brought before the Meeting or any postponement or adjournment thereof.

ON BEHALF OF THE BOARD

“Jeremy South”

Chair

Vancouver, British Columbia

May 20, 2020

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. 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 Company’s website at www.luffbrands.com.