

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1      Name and Address of Company**

Luff Enterprises Ltd (“Luff” or the “Company”)  
Suite 800 – 543 Granville Street,  
Vancouver, B.C. V6C 1X8

**Item 2      Dates of Material Change**

September 22, 2020

**Item 3      News Releases**

The news releases attached as Exhibit “A” hereto were issued and disseminated and filed on SEDAR ([www.sedar.com](http://www.sedar.com)) on September 22, 2020.

**Item 4      Summary of Material Change**

The Company announced that it has closed its non-brokered private placement (the “**Private Placement**”) issuing a total of 27,159,203 common shares (the “**Shares**”) at a price of CAD\$0.016 per Share for gross proceeds of CAD\$434,547.24.

All securities issued will be subject to a four month hold period in accordance with applicable Canadian securities laws.

The Company intends to use the proceeds from the Private Placement for working capital and general corporate purposes.

In connection with the Private Placement the Company paid cash finder’s fees of CAD\$1,340.00.

**Item 5      Full Description of Material Change**

See attached press releases for details.

**Item 6      Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7      Omitted Information**

Not applicable.

**Item 8      Executive Officer**

Philip Campbell  
CEO  
Tel: (604) 880-6546

**Item 9      Date of Report**

September 22, 2020



For Immediate Release

News Release

September 22, 2020

## LUFF ANNOUNCES FINAL CLOSING OF PRIVATE PLACEMENT

**Vancouver, B.C.** – Luff Enterprises Ltd., (CSE: LUFF) (“LUFF” or the “Company”) is pleased to announce it has completed its previously announced non-brokered private placement issuing 27,159,203 shares of the Company at a price of \$0.016 per share for gross proceeds of \$434,547.24 (the “Private Placement”). All securities issued under the Private Placement will be subject to a four month hold period expiring January 22, 2021, in accordance with applicable securities laws. The offering is subject to the final acceptance of the Canadian Securities Exchange.

Proceeds from the Private Placement will be used for working capital and general corporate purposes. In connection with the offering the company paid cash finder’s fees of \$1,340.

Participation in the Private Placement included the Directors, CEO, CFO, COO and other key employees of the Company, showing strong support for the Company and its direction. Accordingly, this is considered to be a “related party transaction” for the purposes of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transaction* (“MI 61-101”). The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements available under MI 61-101. The Company is exempt from the formal valuation requirement in section 5.4 of MI 61-101 in reliance on section 5.5(a) of MI 61-101 as the fair market value of the transaction, insofar as it involves the interested parties, is not more than the 25% of the Company’s market capitalization. Additionally, the Company is exempt from minority shareholder approval requirement in section 5.6 of MI 61-101 in reliance on section 5.7(a) of MI 61-101 as the fair market value of the transaction, insofar as it involves the interested parties, is not more than 25% of the Company’s market capitalization. The Company did not file a material change report more than 21 days before closing the Private Placement as matters relating to the related parties’ participation in the Private Placement were not settled until within such 21-day period and the Company wished to close the Private Placement on an expedited basis for sound business reasons.

Philip Campbell, CEO of Luff Enterprises Ltd., commented “We are very happy with the level of support from our investors and are excited about the path of the company and look forward to providing updates in the future.”

### **About Luff Enterprises Ltd.**

The Company’s operations currently include facilities only in the United States. The Company holds licenses in Oregon and Nevada which allow the company to manufacture and distribute hemp-based cannabinoid wellness products.

THE CANADIAN SECURITIES EXCHANGE (THE "CSE") HAS NEITHER APPROVED NOR DISAPPROVED THE CONTENTS OF THIS PRESS RELEASE. NEITHER THE CSE OR ITS MARKET REGULATOR (AS THAT TERM IS DEFINED IN THE POLICIES OF THE CSE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION:**

This news release contains "forward-looking information" and "forward-looking statements" (collectively, "forward-looking statements") within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements. In this news release, forward-looking statements include, but are not limited to, the anticipated timing of the resumption of trading on the CSE. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to general business, economic, competitive, political, and social uncertainties. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release. Except as required by law, Ascent assumes no obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law.

**For further information:**

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