

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

Item 1: Name and Address of Company

Luff Enterprises Ltd (the “Company”)
Suite 800, 543 Granville Street
Vancouver, British Columbia
Canada V6C 1X8

Item 2: Date of Material Change

November 1, 2021

Item 3: News Release

The news release attached as Schedule “A” hereto was disseminated on November 1, 2021 through Newsfile Corp, and a copy was subsequently filed on SEDAR.

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 27,656,002 units (the “**Units**”) at a price of CAD\$0.021 per Unit for gross proceeds of CAD\$580,776.01. Each Unit consists of one common share of the Company and one common share purchase warrant having an exercise price of CAD\$0.021.

All securities issued pursuant to the Private Placement 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 will pay a finder’s fee in the amount of \$2,954.70, which is to be paid by the Company through the issuance of 140,700 common shares.

Item 5: Full Description of Material Change

Please see the news release attached as Schedule “A” for a full description of the material change.

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

Not applicable.

Item 7: Omitted Information

Not applicable.

Item 8: Executive Officer

For further information, please contact Philip Campbell, Chief Executive Officer and Director of the Company, at 778-386-6151 or phil@luffbrands.com.

Item 9: Date of Report

November 1, 2021



For Immediate Release

News Release

November 1, 2021

LUFF ANNOUNCES FINAL CLOSING OF EQUITY FINANCING

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 27,656,002 units of the Company at a price of \$0.021 per Unit for aggregate proceeds of \$580,776.04 (the “Private Placement”).

Each Unit consists of one common share of the Company and one common share purchase warrant (each a “Unit Warrant”). Each Unit Warrant will entitle the holder thereof to acquire a common share of the Company (a “Warrant Share”) at a price of \$0.05 until 5:00pm (Toronto time) on the date that is 36 months after the Closing Date of October 26, 2021. All securities issued under the Private Placement will be subject to a four month hold period expiring March 2, 2022, 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. There is a \$2,954.70 finder’s fee payable in connection with the offering, which shall be satisfied by the issuance of 140,700 common shares following this closing.

Participation in the Private Placement included the Directors, Chief Executive Officer, key Luff employees and several long-time shareholders 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 existing shareholders and new investors and we are very excited about the path of the Company. The capital will be used to expand our online sales platform where we are seeing good traction. These funds will also support our active sales efforts into selected international markets.”

About Luff Enterprises Ltd.

LUFF Brands is a CBD lifestyle company, focused on providing premium quality, innovative products across the United States. Committed to plant-based science, LUFF produces a suite of thoughtfully designed products.

The company focuses on unique formulations leveraging cannabinoids such as CBG and CBN; and boosts them with superfood ingredients to empower people to realize the full potential of everyday life. LUFF's scientifically formulated products are non-GMO, THC-free, 3rd party tested, and only crafted with hemp grown in the United States.

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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