

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. (the “**Company**”), will be held virtually via Zoom Meetings and at the Company’s registered and records office located at Suite 800 – 543 Granville Street, Vancouver, British Columbia on Thursday, December 8, 2022 at 10:00 am (Pacific Daylight Savings Time), or any adjournment thereof, to consider and take actions on the following matters:

1. to receive the audited annual consolidated financial statements of the Company for the fiscal year ended December 31, 2021, together with the notes and the independent auditor's report thereto;
2. to fix the number of directors of the Company to 4;
3. to 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 ratify and approve the Company's 2017 Incentive Stock Option Plan as amended, 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.

An Information Circular (the “**Circular**”) accompanies and is deemed to form part of this Notice of Meeting. The Circular contains details of matters to be considered at the Meeting.

The record date for determining the Shareholders entitled to receive notice of and to vote at the Meeting was the close of business on Friday, October 21, 2022 (the “Record Date”). Only Shareholders as of the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting.

Shareholders who are unable to attend the Meeting in person or on Zoom Meetings may vote their shares by completing, signing, and returning the accompanying form of proxy to the transfer agent of the Company, Endeavor Trust Corporation, no less than 48 hours (excluding Saturdays, Sundays, and holidays) prior to the Meeting.

Information with respect to voting by non-registered beneficial shareholders is included in the Circular. Non-registered beneficial shareholders should seek instructions on how to vote their shares from their broker, investment dealer, bank, trust company or other intermediary.

To access the Zoom Conference please use the following:

Shareholders wishing to attend the Meeting via Zoom Meetings are hereby advised to contact Mr. Daniel Deutsch of DS Lawyers Canada LLP at ddeutsch@dsavocats.ca by no later than 4:00 pm on Wednesday, December 7, 2022, who will provide the log-in details of the Zoom Meeting. Please note, the Meeting is only accessible to beneficial and registered shareholders of the Company as well as proxyholders. As such we kindly ask that you keep the log-in details private and do not circulate to individuals who are not shareholders of the Company.

In your correspondence to Mr. Deutsch, we kindly ask that you identify yourself and advise of the amount of common shares you hold in the Company, along with how those shares are registered.

CAUTION CONCERNING COVID-19 OUTBREAK

We are continuously monitoring development of the coronavirus disease (“COVID-19”) outbreak. In light of the evolving public health guidelines related to COVID-19, we ask Shareholders to consider voting their shares by proxy and **not** attend the meeting in person. Those Shareholders who do wish to attend the Meeting in person, should carefully consider and follow the instructions of the federal Public Health Agency of Canada.

Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting. All Shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the Information Circular accompanying this Notice.

The Company reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary, or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 14 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons at events such as the Meeting. Should any changes to the Meeting format occur, the Company will provide notice directly to those Shareholders entitled to attend the Meeting.

IN THE EVENT OF ANY CHANGES TO THE MEETING FORMAT DUE TO THE COVID-19 OUTBREAK, THE COMPANY WILL NOT PREPARE OR MAIL AN AMENDED NOTICE, INFORMATION CIRCULAR OR MEETING MATERIALS.

DATED at the City of Vancouver, in the Province of British Columbia, as of the 25th day of October, 2022.

ON BEHALF OF THE BOARD

"Jeremy South"
Chair and Director