

**FORM 51-102F3  
MATERIAL CHANGE REPORT  
UNDER NATIONAL INSTRUMENT 51-102**

**Item 1 Name and Address of Company**

Herbal Dispatch Inc. (formerly, Luff Enterprises Ltd) (“Company”)  
Suite 800 – 543 Granville Street,  
Vancouver, B.C. V6C 1X8

**Item 2 Date of Material Change**

January 20, 2023

**Item 3 News Release**

The news releases attached hereto as Schedule “A” was disseminated on January 13, 2023, and January 20, 2023, through Newswire, and copies were subsequently filed on SEDAR.

**Item 4 Summary of Material Change**

The Company announced by way of press release filed on SEDAR on January 13, 2023, that the Company will be changing its name to “Herbal Dispatch Inc” effective January 20, 2023, and that the trading symbol for the Company’s common shares will be changed from “Luff” to “HERB”.

The Company is pleased to announce that it has effected its name change and organized the necessary filings on both SEDAR and the Canadian Securities Exchange. The common shares of the Company are expected to recommence trading on January 26, 2023 under “HERB” with an updated CUSIP and ISIN of 42704B106 and CA42704B1067, respectively.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

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

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

**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**

For further information please contact Philip Campbell, Chief Executive Officer, and Director of the Company at: [philip@herbaldispatch.com](mailto:philip@herbaldispatch.com)

**Item 9            Date of Report**

January 20, 2023

## Schedule “A”

For Immediate Release

News Release

January 20, 2023

### Update to Company Name Change and Resumption of Trading

**Vancouver, B.C.** – Herbal Dispatch Inc. (formerly, Luff Enterprises Ltd) (CSE: HERB) (“Herb” or the “Company”) is pleased to provide this update to its news release issued on January 13, 2022, wherein the Company advised of its proposed name change from “Luff Enterprises Ltd” to “Herbal Dispatch Inc” and the change in stock symbol from “LUFF” to “HERB” (the “Name Change”).

As of January 20, 2023, the Company is pleased to confirm that it has effected the Name Change and that the common shares of the Company are expected to recommence trading under the new symbol “HERB” by January 25, 2023. The Name Change will better align the Company’s name with its new flagship cannabis marketplace, which was launched in the fall of 2022.

At a later date, the Company will provide its existing beneficial shareholders with a letter of transmittal instructing them on how they may exchange share certificates under the previous name of the Company with share certificates under the new name.

#### ABOUT HERBAL DISPATCH INC.

The Company owns and operates leading cannabis e-commerce platforms in both Canada and the United States and is dedicated to providing top quality cannabis to informed consumers at affordable pricing. The Company’s flagship cannabis marketplace, Herbal Dispatch, is a trusted source for exclusive access to small-batch craft cannabis flower and a wide-array of other product formats. The Company’s common shares trade on the Canadian Securities Exchange under the symbol “HERB”.

#### For further information:

Philip Campbell, CEO and Director

Email: [IR@herbaldispatch.com](mailto:IR@herbaldispatch.com)

Telephone: 250-419-7665

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

Certain statements in this news release, including statements or information containing terminology such as “anticipate”, “believe”, “intend”, “expect”, “estimate”, “may”, “could”, “will”, and similar expressions constitute “forward-looking statements” within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact, that address activities, events, or developments that the Company or a third party expect or anticipate will or may occur in the future, including the Company’s future growth, results of operations, performance, and business prospects and opportunities are forward-looking statements. These forward-looking statements reflect the Company’s current beliefs and are based on information currently available to the Company. These statements require the Company to make assumptions it believes are reasonable and are subject to inherent risks and uncertainties.

Actual results and developments may differ materially from the anticipated results and developments discussed in the forward-looking statements as certain of these risks and uncertainties are beyond the Company's control. These risk factors are interdependent and the impact of any one risk or uncertainty on a particular forward-looking statement is not determinable. Examples of forward-looking statements in this news release and the key assumptions and risk factors involved in such statements include, but are not limited to, growing the Company's business in Canada and the future success of Herbal Dispatch. The successful execution of the Company's growth initiatives is subject to a number of risks and uncertainties, including industry competition and future customer demand for the Company's products, among others.

Consequently, all of the forward-looking statements made in this news release are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected effects on the Company. These forward-looking statements are made as of the date of this news release. Except as required by applicable securities legislation, the Company assumes no obligation to update publicly or revise any forward-looking statements to reflect subsequent information, events, or circumstances.

THE CANADIAN SECURITIES EXCHANGE (THE "**CSE**") HAS NEITHER APPROVED NOR DISAPPROVED THE CONTENTS OF THIS NEWS 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.

For Immediate Release

News Release

January 13, 2023

### **Company Name Change and Resumption of Trading**

**Vancouver, B.C.** – Luff Enterprises Ltd. (CSE: LUFF) (“LUFF” or the “Company”) is pleased to announce that effective January 20, 2022, the Company will be changing its name to Herbal Dispatch Inc., and will also be changing its stock symbol to “HERB”. The change will align the Company’s name with its new flagship cannabis marketplace, Herbal Dispatch, which was launched in the fall of 2022.

The Company expects to resume trading under the new name and stock symbol on or about January 25, 2023. At a later date, the Company will provide its existing beneficial shareholders with a letter of transmittal instructing them on how they may exchange share certificates under the previous name of the Company with share certificates under the new name.

#### **ABOUT LUFF ENTERPRISES LTD.**

Luff owns and operates leading cannabis e-commerce platforms in both Canada and the United States and is dedicated to providing top quality cannabis to informed consumers at affordable pricing. Luff’s flagship cannabis marketplace, Herbal Dispatch, is a trusted source for exclusive access to small-batch craft cannabis flower and a wide-array of other product formats. Luff’s common shares trade on the Canadian Securities Exchange under the symbol “LUFF”.

#### **For further information:**

Philip Campbell, CEO and Director

Email: [IR@luffbrands.com](mailto:IR@luffbrands.com)

Telephone: 250-419-7665

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is subject to a number of risks and uncertainties, including industry competition and future customer demand for the Company's products, among others.

Consequently, all of the forward-looking statements made in this news release are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected effects on Luff. These forward-looking statements are made as of the date of this news release. Except as required by applicable securities legislation, the Company assumes no obligation to update publicly or revise any forward-looking statements to reflect subsequent information, events, or circumstances.

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