

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

PUF Ventures Inc. (the “**Company**”)
Suite 459 – 409 Granville Street
Vancouver, BC, V6C 1T2

Item 2: Date of Material Change

May 6, 2016.

Item 3: News Release

A news release was issued and disseminated on May 6, 2016 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced the appointment of Jerry Habuda to the Board of Directors (the “**Board**”) of the Company effective immediately. Mr. Yari Nieken has vacated his seat on the Board to make room for Mr. Habuda’s appointment

Item 5: Full Description of Material Change

The Company announced the appointment of Jerry Habuda to the Board of the Company effective immediately. Mr. Yari Nieken has vacated his seat on the Board to make room for Mr. Habuda’s appointment

Mr. Habuda brings over 35 years of expertise in law enforcement and specialized units. From 1977 to 2012, he served as a police officer with the Toronto Police Department. During his tenure, he was assigned to the Major Crimes Unit, investigating robberies and home invasions. He was assigned to patrol the Toronto Community Housing projects at Jane/Finch to control drug trafficking and gun violence. Mr. Habuda was with the Warrant Unit where he tracked down and arrested wanted criminals. From 1993-1997, he was assigned to the Northwest Drug Squad on undercover and surveillance work, executing narcotic search warrants. Between 2002 and 2004, Mr. Habuda headed the Street Violence Task Force, a special unit designed to curb gun and drug violence that was terrorizing the city at the time. Between 2009 and 2012, he was assigned to the Bail Compliance Unit, which was formed to track dangerous criminals with gun and drug charges while they were out on bail.

The Company believes Mr. Habuda’s past experience and current role as a Board member will enhance the Company’s direction in the medical marijuana space.

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

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

For further information, please contact:

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Item 9: Date of Report

May 9, 2016.