

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

PUF Ventures Inc. (the “Company”)
#804-750 West Pender Street
Vancouver, BC V6C 2T7

Item 2: Date of Material Change

July 21, 2016.

Item 3: News Release

A news release was issued and disseminated on August 2, 2016 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced that, in order to capitalize on the recent surging demand for Lithium, it has acquired a 100% interest in certain mineral claims (the “Claims”) located in Quebec, Canada, known as the Lac Saint Simon Lithium Property (the “Property”) pursuant to a mineral property acquisition agreement (the “Agreement”) with Thomas Clarke (the “Vendor”), an individual who is the beneficial owner of the Claims. The Property consists of nine map designated cells totaling approximately 480 hectares and is situated in west central Quebec approximately 2km from the boundary of Nemaska Lithium’s Whabouchi Spodumene Project (“Whabouchi”). According to Nemaska Lithium, Whabouchi is the world’s second richest and second largest lithium deposit. To date, Whabouchi has an estimated 27.3 million tonnes of proven and probable reserves with a grade of 1.53% Li₂O. The mine life is projected to be at least 26 years.

Item 5: Full Description of Material Change

The Company announced that, in order to capitalize on the recent surging demand for Lithium, it has acquired a 100% interest in the Claims located in Quebec, Canada, pursuant to the Agreement with the Vendor, an individual who is the beneficial owner of the Claims. The Property consists of nine map designated cells totaling approximately 480 hectares and is situated in west central Quebec approximately 2km from the boundary of Whabouchi. According to Nemaska Lithium, Whabouchi is the world’s second richest and second largest lithium deposit. To date, Whabouchi has an estimated 27.3 million tonnes of proven and probable reserves with a grade of 1.53% Li₂O. The mine life is projected to be at least 26 years.

According to publically available data, the bedrock geology of the Property is composed primarily of pink granite with pegmatites and porphyritic granodiorite. Accessory amounts of amphibolite and diabase are also noted. The most prospective geology appears to be pegmatites set within the pink granite. Generally, lithium mineralization in the region has been concentrated in pegmatites, with Whabouchi being the classic example. Historically, Tuscana Lithium completed a NI 43-101 compliant technical report on their Abigail property which covered a large land position in the belt that went as far north as the southern boundary of the Property.

Pursuant to the Agreement, the Company wishes to purchase 100% of the Claims from the Vendor for consideration of 2,000,000 common shares in the capital of the Company.

Despite this opportunistic entry into the Lithium space, the Company remains fully committed to its longstanding MMPR strategy and ultimate goal of becoming a licensed producer. As announced in the news release dated July 18, 2016, PUF is currently in position number 28 in the Health Canada licensing process. Further, as is evidenced by the recent additions of law enforcement and security professionals, Jerry Habuda and Joe Perino, being appointed to the board of directors and advisory board, respectively, and the successful refinancing of the mortgage on the AAA Heidelberg MMPR applicant property in London, Ontario, PUF has taken the appropriate steps to ensure it has the best chance for success if and when either an MMPR license is granted or the market becomes fully recreational. In the meantime, in an attempt at maximizing shareholder value, the Company is excited about advancing this opportunity in the Lithium space. Additional Lithium assets are currently being reviewed and assessed by the Company but no further LOI's or agreements have been entered into as of yet.

The technical content of this news release has been reviewed and accepted by Thomas Clarke, P.Geo., Pr.Sci.Nat. Mr. Clarke is a Qualified Person as defined by NI 43-101.

In the future, depending on the outcome of the MMPR licensing process, the Company may seek to harmonize its business operations by spinning out the mining assets into a new company to the potential benefit of shareholders.

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

August 2, 2016.