

FIRST AMENDMENT TO ARRANGEMENT AGREEMENT

THIS FIRST AMENDMENT TO THE ARRAGEMENT AGREEMENT (the “**Amendment**”) is dated for reference October 11, 2017,

BETWEEN:

WEED POINTS LOYALTY INC. (formerly Vapetronix Holdings Inc.), a company with an office at 804-750 West Pender Street, Vancouver, British Columbia, V6C 2T7;

(“**Weed Points**”)

AND:

PUF VENTURES INC., a company with an office at 804-750 West Pender Street, Vancouver, British Columbia, V6C 2T7;

(the “**Company**” or “**PUF**”)

(collectively, the “**Parties**” or individually, a “**Party**”)

RECITALS:

- A. The Parties are parties to an arrangement agreement dated for reference September 7, 2017 (the “**Arrangement Agreement**”); and
- B. The Parties wish to amend Schedule B to the Arrangement Agreement, which references October 4, 2017 as the date of information circular of PUF.

NOW THEREFORE, in consideration of the covenants and agreements herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereto do hereby covenant and agree as follows:

1. Unless otherwise defined in this Amendment, capitalized words and terms used in this Amendment have the respective meanings attributed to them in the Arrangement Agreement.
2. Paragraph 1 of Schedule B to the Arrangement Agreement is hereby amended by deleting the words “dated October 4, 20107”, so that it now reads as follows:

“1. The arrangement (the “**Arrangement**”) under Section 288 of the British Columbia *Business Corporations Act* involving PUF Ventures Inc. (“**PUF**”), all as more particularly described and set forth in the management information circular (the “**PUF Circular**”) of PUF, accompanying the notice of this meeting (as the Arrangement may be, or may have been, modified or amended), is hereby authorized, approved and adopted.”
3. The provisions of the Arrangement Agreement shall be amended as set out in this Amendment as and from the date hereof.
4. The provisions of the Arrangement Agreement made in any document delivered pursuant thereto or in connection therewith shall be deemed to refer to the Arrangement Agreement as amended and modified by this Amendment and otherwise from time to time.
5. With the exception of the foregoing amendment and modification, the Arrangement Agreement shall continue in full force. The Arrangement Agreement and this Amendment shall be read, taken and construed as one instrument.

6. This Amendment will be binding upon and enure to the benefit of the parties hereto and their respective successors and permitted assigns.
7. This Amendment may be executed in any number of counterparts, which taken together shall form one and the same instrument. Counterparts may be delivered either in original or facsimile form and the parties adopt any signatures received by a receiving fax machine or by e-mail transmissions of an Adobe Acrobat file or similar means of recorded electronic transmission, as original signatures of the parties.

IN WITNESS WHEREOF the Parties have executed this Amendment as of the date first above written.

WEED POINTS HOLDINGS INC.

Per:

"Steve Loutskou"
Authorized Signatory

PUF VENTURES INC.

Per:

"Derek Ivany"
Authorized Signatory