

**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**

November 30, 2017.

**Item 3: News Release**

A news release was issued and disseminated on November 30, 2017 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced that on November, 30, 2017, the Supreme Court of British Columbia approved the arrangement agreement with Weed Points Loyalty Inc. dba TechOneSixty (“**Weed Points**”) pursuant to an arrangement agreement and plan of arrangement (the “**Arrangement**”).

**Item 5: Full Description of Material Change**

The Company announced that on November, 30, 2017, the Supreme Court of British Columbia approved the arrangement agreement with Weed Points pursuant to the Arrangement. The Company is proceeding to complete the Arrangement, which includes the issuance of shares to the Company’s shareholders of record as of October 4, 2017, on the basis of one new share in Weed Points for every seven shares held of the Company on a *pro rata* basis. Weed Points will issue approximately 7,034,279 Weed Points Shares to the Company’s shareholders. The Company received shareholder approval to the Arrangement at the Company’s annual general and special meeting held on November 24, 2017, as announced on September 7, 2017.

The Arrangement will include a transfer of the Company’s assets, being the WeedBeacon proprietary technology, current app developments, databases, graphics, brochures and other marketing materials (the “**Assets**”) to Weed Points, enabling the Company to focus on medical marijuana with a particular emphasis to growing cannabis for its joint venture partnership with Canopy Growth Corp.

For more information about the Arrangement please see the information circular of the Company dated October 20, 2017 available on [www.sedar.com](http://www.sedar.com) under the profile of the Company.

Following completion of the Arrangement, Weed Points will hold the Assets transferred to it by the Company and Weed Points will become a reporting issuer in the Provinces of British Columbia, Alberta and Ontario, and intends to apply for and meet the listing requirements on a Canadian stock exchange. There can be no assurance that the shares of Weed Points will be listed until the listing requirements are met and the listing documents are completed. The Company will retain its working capital for its Assets, and remain listed on the Canadian Securities Exchange and continue to trade under the trading symbol, PUF, as a consumer products – biotechnology/ pharmaceuticals company. There can be no guarantee that the Weed Points Shares will be listed on any stock exchange.

**About the Company**

PUF Ventures Inc. is a growth oriented and diversified company focused on the international cannabis industry. It has ownership in several cannabis companies: AAA Heidelberg, PUF Ventures Australia, Weed Points Loyalty Inc., and Natures Hemp Corp., and is actively pursuing other opportunities within the industry. PUF has an option to purchase 100% of AAA Heidelberg Inc., a private Ontario company and advanced applicant for an ACMPR license. Currently, AAA Heidelberg has not received a license from Health Canada. PUF is publicly traded under the following symbols: CSE: PUF, Frankfurt: PU3 and OTCFK: PUFXF. For more information please visit: [www.puf.ca](http://www.puf.ca).

PUF Ventures Inc. also owns a majority interest in PUF Ventures Australia (“PVA”), a private company with a purchase option on 27-hectares of land near the town of Casino, New South Wales. PVA is constructing a one million-square-foot greenhouse operation with large scale manufacturing and processing facilities for the cultivation, harvesting, processing of medical cannabis and associated products in Australia.

No stock exchange or securities regulatory authority has reviewed or accepted responsibility for the adequacy or accuracy of the release.

Some of the statements contained in the release are forward-looking statements, such as estimates and statements that describe the Issuer's future plans, objectives or goals, including words to the effect that the Issuer or management expects a stated condition or result to occur. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties.

**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**

December 1, 2017.