

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

January 19, 2016.

Item 3: News Release

A news release was issued and disseminated on January 19, 2016 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced that Christopher P. Cherry has been appointed as CFO and Director of the Company effective immediately. Additionally, the Company has appointed Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants of Vancouver, British Columbia as auditors for the Company effective immediately.

To facilitate these changes, Tracey St. Denis has stepped down as CFO of the Company and Ian Foreman has stepped down as a director of the Company effective immediately. Additionally, Wolridge Mahon LLP, Chartered Professional Accountants has resigned, at the request of the Company, as auditors of the Company.

Item 5: Full Description of Material Change

The Company announced the appointment of Christopher P. Cherry as CFO and a director of the Company effective immediately. To facilitate these changes, Tracey St. Denis has stepped down as CFO of the Company. The Company would like to thank Tracey for her services and dedication while in the role of CFO of the Company.

Christopher P. Cherry has over 14 years of corporate accounting and audit experience. Mr. Cherry has extensive corporate experience and has held senior level positions for several public mining companies including Director, Chief Financial Officer, and Secretary. Mr. Cherry has been a Chartered Accountant since February 2009 and a Certified General Accountant since 2004. He held positions with KPMG and Davidson and Co. LLP in Vancouver, B.C. where he gained experience as an auditor for junior public companies and as an IPO specialist

Additionally, the Company announces that Wolridge Mahon LLP, Chartered Professional Accountants (the “Former Auditor”) of the Company has resigned, at the request of the Company, as auditors of the Company, and the board of directors has appointed Dale Matheson Carr-Hilton Labonte (the “Successor Auditor”) of Vancouver, British Columbia, as auditors for the Company.

There were no reservations in the Former Auditor’s reports for the two most recently-completed fiscal years or for any period subsequent to the most recently-completed period for which an audit report was issued and preceding the date of the Former Auditor’s resignation. There are no reportable events between the Company and the Former Auditor. The resignation of the Former Auditor as auditor of the Company has been approved by the Company’s audit committee and its board of directors. The notice

of change of auditor, together with the letter from the Former Auditor and the letter from the Successor Auditor, have been reviewed by the Company's audit committee and its board of directors and are posted at www.sedar.com.

About PUF Ventures Inc.:

PUF Ventures Inc. is moving into the Medical Marijuana sector by purchasing a 100% interest in AAA Heidelberg, a private Ontario company that is in the process of applying for a MMPR license. Although the Company cannot guarantee nor estimate the timing for the issuance of a license to AAA Heidelberg, it is the Company's goal to become the next publicly traded Canadian company to be granted a new medical marijuana production license.

VapeTronix, a wholly owned subsidiary of the Company, is in the process of expanding its 1313 brand of electronic cigarettes and associated technologies.

With the purchase of the property in Whatcom County, WA, the company plans on generating revenues via long-term leases to tenants.

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

January 28, 2016.