



**PUF VENTURES INC.**  
Suite 804 – 750 West Pender Street  
Vancouver, BC V6C 2T7

## **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TAKE NOTICE** that, pursuant to an order of the Supreme Court of British Columbia, an annual general and special meeting (the “**Meeting**”) of holders (the “**PUF Shareholders**”) of common shares (the “**PUF Shares**”) of PUF Ventures Inc. (“**PUF**” or the “**Company**”) will be held at Suite 804 – 750 West Pender Street, Vancouver, British Columbia, V6C 2T7, at 11:00 a.m. (Pacific Time) on **Friday, November 24, 2017** for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended December 31, 2016, the auditor’s report thereon and the management’s discussion and analysis for the financial year ended December 31, 2016;
2. To fix the number of directors for the ensuing year;
3. To elect directors of the Company for the ensuing year;
4. To appoint the auditor of the Company for the ensuing year and to authorize the board of directors to fix the auditor’s remuneration;
5. To re-approve the 10% rolling stock option plan of the Company;
6. To consider and, if thought fit, pass, with or without variation, a special resolution (the “**Arrangement Resolution**”) to approve an arrangement (the “**Arrangement**”) under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”), the full text of which resolution is set forth in **Appendix A** to the accompanying Information Circular (the “**Circular**”) of the Company, which involves, among other things, the distribution of common shares of Weed Points Loyalty Inc. dba TechOneSixty (“**Weed Points**”) to the PUF Shareholders, all as more particularly described in, the accompanying Circular; and
7. To transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

**AND TAKE NOTICE** that PUF Shareholders who validly dissent from the Arrangement will be entitled to be paid the fair value of their PUF Shares subject to strict compliance with the provisions of the Interim Order (as set forth herein), the Plan of Arrangement and sections 237 to 247 of the BCBCA. The right to dissent is described in the section of the Circular entitled *The Arrangement – Dissenting Holders’ Rights*, the text of the Interim Order is set out in **Appendix C** to the Circular, and the dissent procedures is set out in **Appendix D** to this Circular. **Failure to comply with the requirements set forth in the Plan of Arrangement and sections 237 to 247 of the BCBCA may result in the loss of any right of dissent.**

The Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice and the Circular is a form of proxy for use at the Meeting. Any adjourned meeting resulting from an adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Only PUF Shareholders of record at the close of business on October 4, 2017 will be entitled to receive notice of and vote at the Meeting.

**Registered PUF Shareholders who are unable to attend the Meeting are requested to date, sign and return the enclosed form of proxy and deliver it in accordance with the instructions set out in the proxy and in the Circular. If you are a non-registered PUF Shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or the other intermediary. Failure to do so may result in your PUF Shares not being voted at the Meeting. See *General Proxy Information – Beneficial Shareholders* in the accompanying Circular for further information on how to vote your PUF Shares.**

Dated at Toronto, Ontario, this 20<sup>th</sup> day of October, 2017.

**PUF VENTURES INC.**

“*Derek Ivany*”  
President and CEO