

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 5, 2018 and July 18, 2018.

Item 3: News Release

News releases were issued and disseminated on July 5, 2018 and July 18, 2018 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

On July 5, 2018, the Company announced that it has engaged Cannabis Compliance Inc. (“CCI”) to prepare the new Propagation Canada Services (“PSC”) cannabis propagation facility in Delta, BC.

On July 18, 2018, the Company provided an update on the business of its subsidiary Natures Hemp Corp. (“Natures Hemp”).

Item 5: Full Description of Material Change

On July 5, 2018, the Company announced that it has engaged CCI to prepare the new PSC cannabis propagation facility in Delta, BC. CCI has more than 10 years experience providing risk mitigation, due diligence and regulatory compliance to commercial cannabis producers and resellers worldwide.

As previously announced PSC was recently formed by the Company and Casey Houweling, a vegetable greenhouse grower with over 40 years of propagation growing experience. Houweling currently operates a large-scale vegetable propagation business with greenhouse propagation operations in a 2.2 million square foot facility located in Delta, British Columbia. The facility is well suited to propagate flower-ready cannabis starter plants and will be the largest cannabis grower by number of plant in the world at a full capacity.

Propagation of cannabis plants is a highly technical and complicated process that can improve strain purity, eliminate contaminants and reduce diseases. By offering flower-ready plants to cannabis cultivators, growing operations are significantly simplified, the growing area allocated to harvest increased, resulting in meaningfully improved top line revenue and operating profits. PSC starter plants mitigate risk and allows cannabis cultivators to focus upon growing and processing flowering plants.

About Cannabis Compliance Inc.

CCI, as one of Canada's original cannabis consulting firms, offers risk mitigation, due diligence, and regulatory licensing consulting services for commercial cannabis producers and resellers. CCI has extensive expertise in cultivation/horticulture, security designs/tender, facility designs/build-outs, quality assurance programs, and financial planning. CCI has strategic partnerships globally to secure investment partners for its clients, general contractors for buildouts, security tenders, equipment suppliers, media, government relations, and enterprise resource planning software. For over a decade, CCI's experienced team has been involved in commercial cannabis operations in Canada delivering proven results for their clients.

On July 18, 2018, the Company provided an update on the business of its subsidiary Natures Hemp.

Natures Hemp, a biotechnology and consumer products company focused on unlocking the true value of the hemp for both B2B and B2C markets, and Cannabis MedTech Inc. (“Cannvas”), a leading business technology company within the cannabis space, are pleased to announce the signing of a letter of intent (the “LOI”), to negotiate in good faith a data analytics agreement, for which Cannabis will provide industry insight and analytical modelling capabilities to Natures Hemp business models and Key Performance Indicators (“KPIs”).

Under the terms of the LOI, Cannvas will develop specific parameters within its existing Cannvas Data framework to collect data and analytics from Natures Hemp and their strategic partnerships, and Natures Hemp is expected to gain access to a broad data set as they press forward in the hemp sector and becomes a stand-alone public company. It is expected that the LOI and a subsequent agreement will allow Natures Hemp to bring the right products to market at the right time and to the right individuals, and will maximize Natures Hemp customer conversion funnel.

Cannvas Data is the analytics branch of Cannvas. Its mission is to collect data from various credible sources to enhance user personal data algorithms for Cannvas.me. Cannvas Data is expected to leverage existing databases, site traffic and advanced technology for marketing purposes, and is expected to leverage its comprehensive solution for the global hemp community. Cannvas and Natures Hemp have agreed to a discovery period whereby the technological specifications of the connectivity will be setup by Cannvas Data. Cannvas and Nature Hemp will work together towards a definitive partnership agreement within the next 45 days.

About Natures Hemp Corp.

Nature Hemp is a biotechnology and consumer products company focused on unlocking the true value of hemp and developing a new generation of plant-based, nutrient rich cannabidiol (CBD) food, beverage and healthcare related products. It is establishing its own farms to produce high quality organic hemp plants and using a proprietary extraction technology to produce legal hemp fibers and CBD extract. It is also launching a premium brand of quality CBD products with an emphasis on health and wellness. Currently, Natures Hemp is a subsidiary of the Company. Pursuant to the previously announced plan of arrangement between Natures Hemp and the Company, if the plan of arrangement is approved by the shareholders of the Company and the court, it is expected that Natures Hemp will become a reporting issuer.

About Cannvas MedTech Inc.

Cannvas MedTech is a leading business technology company within the cannabis space. We design and build customer-centric solutions that enable our partners to harness the power of data to truly understand their customers, industry, and key business drivers.

About PUF Ventures Inc.

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, Solaris Nutraceuticals Pty Ltd., and Natures Hemp Corp., and is actively pursuing other opportunities within the industry. PUF has an option to purchase 100% of AAA Heidelberg Inc., an advanced applicant for an ACMPR license. Solaris Nutraceuticals is building the largest medical cannabis greenhouse in the Southern Hemisphere. For more information please visit: www.puf.ca.

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

July 20, 2018.