

**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

October 15, 2018.

Item 3: News Release

A news release was issued and disseminated on October 15, 2018 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced that its majority owned subsidiary AAA Heidelberg Inc., has received its Access to Cannabis for Medical Purposes Regulations (“ACMPR”) cultivation license from Health Canada.

Item 5: Full Description of Material Change

The Company announced that its majority owned subsidiary AAA Heidelberg Inc., has received its ACMPR cultivation license from Health Canada. With this license, the Company is permitted to begin cultivating cannabis at its indoor facility located in London, Ontario.

With the receipt of the ACMPR cultivation license, AAA Heidelberg will begin preparing for the first crop of high-grade medical cannabis and the Company will move to immediately acquire the remaining ownership stake in the subsidiary.

In 2017, the Company partnered with Canopy Growth and joined its wholly-owned subsidiary, Tweed’s CraftGrow program to sell the Company’s medical cannabis. The CraftGrow program showcases the history, brand, and unique growing methods of each unique producer, with the goal of bringing select strains of high quality cannabis grown by a diverse set of producers to Tweed’s registered customers. Through the partnership the Company’s master grower will also work with Canopy’s team to share expertise, technology, and best growing practices to maximize yield and ensure high quality product lines. The Company will also be able to source strains and lineage directly from Tweed’s own breeding facility to add to its product line.

The granting of the ACMPR cultivation license from Health Canada follows announcements by the Company, on September 25 and October 11, 2018, regarding an equity participation and earn-in agreement with Delta Organic Cannabis Corp. (“DOCC”), a privately held Toronto-based cannabis investment company backed by pre-eminent leaders in Canadian cannabis enterprise. Pursuant to the agreement, DOCC may provide up to a \$40-million investment at a price of \$2.24 per Company share for the development of a large-scale, commercial medical cannabis cultivation operation in Delta, B.C. The proceeds of the subscriptions are to be used exclusively to develop the Delta facility which currently consists of 2.2 million square feet of illuminated greenhouse space and 1.7 million square feet of ebb and flood irrigation space. It is currently anticipated that the first advance of funds by DOCC shall occur on October 17, 2018. Once the Delta Facility is permitted under the Cannabis Act, The Company will submit a second site cultivation license application for the facility.

About PUF Ventures

PUF Ventures Inc. is a growth oriented and diversified company focused on the international cannabis industry. It has ownership in several cannabis companies including AAA Heidelberg and Propagation Services Canada in Canada, a large-scale greenhouse project in Australia and actively pursuing other opportunities within the cannabis industry. PUF has an option to purchase 100% of AAA Heidelberg Inc., an advanced applicant for an ACMPR license. 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

October 15, 2018.