

AMENDED
FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES
(or securities convertible or exchangeable into listed securities¹)

Please complete the following:

Name of Listed Issuer: **PUF Ventures Inc.** (the "Issuer").

Trading Symbol: **PUF**

Date: **January 18, 2017**

Is this an updating or amending Notice: ☒ Yes ☐ No

If yes provide date(s) of prior Notices: **November 3, 2016**

Issued and Outstanding Securities of Issuer Prior to Issuance: **20,941,895**

Date of News Release Announcing Private Placement: **Confidential price protection received from CSE on September 20, 2016.**

Closing Market Price on Day Preceding the Issuance of the News Release: **\$0.20 on the day preceding the receipt of the confidential price protection.**

Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Name & Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDNS)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed(1)	Payment Date(2)	Describe relationship to Issuer (3)
Bernie Hensel Vancouver, British Columbia	100,000 ⁽⁴⁾	\$0.25	N/A	NI 45-106 s.2.3	500,000	Nov 4/16	Arm's length
James Anderson North Vancouver, British Columbia	40,000 ⁽⁴⁾	\$0.25	N/A	NI 45-106 s.2.3	340,000	Nov 4/16	Arm's length
Leonard Gareau Surrey, British Columbia	40,000 ⁽⁴⁾	\$0.25	N/A	NI 45-106 s.2.3	130,000	Nov 4/16	Arm's length
Yari Nieken North Vancouver, British Columbia	40,000 ⁽⁴⁾	\$0.25	N/A	NI 45-106 s.2.3	440,000	Nov 4/16	Arm's length
Bianca Nieken North Vancouver, British Columbia	40,000 ⁽⁴⁾	\$0.25	N/A	NI 45-106 s.2.3	240,000	Nov 4/16	Arm's length
Total Flow-Through Common Shares:	260,000						
1065068 BC Ltd. Jan Urata, President Vancouver, British Columbia	35,000 ⁽⁵⁾	\$0.20	\$0.25	NI 45-106 s.2.5	35,000	Nov 4/16	Arm's length
Lindsay Hamelin Vancouver, British Columbia	15,000 ⁽⁵⁾	\$0.20	\$0.25	NI 45-106 s.2.5	15,000	Nov 4/16	Arm's length
Jerry Habuda Toronto, Ontario	150,000 ⁽⁵⁾	\$0.20	\$0.25	NI 45-106 s.2.5	300,000	Nov 4/16	Related Party
Jason Springett London, Ontario	150,000 ⁽⁵⁾	\$0.20	\$0.25	NI 45-106 s.2.5	828,176	Nov 4/16	Arm's length
Patrick Small Camlachie, Ontario	250,000 ⁽⁵⁾	\$0.20	\$0.25	NI 45-106 s.2.3	350,000	Nov 4/16	Arm's length
Joseph Perino Burlington, Ontario	60,000 ⁽⁵⁾	\$0.20	\$0.25	NI 45-106 s.2.5	210,000	Nov 4/16	Related Party
Balraj Mann Richmond, British Columbia	50,000 ⁽⁵⁾	\$0.20	\$0.25	NI 45-106 s.2.3	100,000	Nov 4/16	Arm's length
Trevor Isfeld North Vancouver, British Columbia	250,000 ⁽⁵⁾	\$0.20	\$0.25	NI 45-106 s.2.3	1,512,742	Nov 4/16	Arm's length

Name & Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed(1)	Payment Date(2)	Describe relationship to Issuer (3)
Eckart Robert Keil Munich, Germany	55,000 ⁽⁵⁾	\$0.20	\$0.25	NI 45-106 s.2.3	55,000	Nov 4/16	Arm's length
Circa Capital Corp. Jeff Davis, Director Vancouver, British Columbia	150,000 ⁽⁵⁾	\$0.20	\$0.25	NI 45-106 s.2.3	625,000	Nov 4/16	Arm's length
Mark Smith Bright's Grove, Ontario	20,000 ⁽⁵⁾	\$0.20	\$0.25	NI 45-106 s.2.3	52,500	Nov 4/16	Arm's length
Christopher Clements London, Ontario	20,000 ⁽⁵⁾	\$0.20	\$0.25	NI 45-106 s.2.3	20,000	Nov 4/16	Arm's length
Brian Polla Brampton, Ontario	300,000 ⁽⁵⁾	\$0.20	\$0.25	NI 45-106 s.2.5	300,000	Nov 4/16	Arm's length
Brent Wickens London, Ontario	15,000 ⁽⁵⁾	\$0.20	\$0.25	NI 45-106 s.2.5	15,000	Nov 4/16	Arm's length
Jason A. Carnahan Corunna, Ontario	25,000 ⁽⁵⁾	\$0.20	\$0.25	NI 45-106 s.2.3	40,000	Nov 4/16	Arm's length
Total Units:	1,545,000						
TOTAL SECURITIES (Flow-through Shares and Units):	1,805,000						

- (1) This information, not being within the knowledge of the Issuer, has been provided by the placee.
- (2) Indicates date each placee advanced or is expected to advance payment for the securities. The placement funds received as of the date of this form have not been placed in trust pending receipt of all necessary approvals but the Issuer will return the placement funds to the Placee in the event that the Purchase is not completed. Release of funds is conditional upon closing of the Purchase. Placement funds not received as of the date of this form are expected to be received by the Issuer on date of the closing of the Private Placement as the Issuer will deliver each remaining Purchaser's share certificates against payment of the placement funds.
- (3) Indicates if the Placee is a Related Person or an arm's length party. A Related Person, generally, is (a) a Related Entity of the Issuer; (b) a partner, director or officer of the Issuer or Related Entity; (c) a promoter of or person who performs Investor Relations Activities for the Issuer or Related Entity; (d) any person that beneficially owns, either directly or indirectly, or exercises voting control or direction over at least 10% of the total voting rights attached to all voting securities of the Issuer or Related Entity; and (e) such other person as may be designated from time to time by the CSE.
- (4) Flow-through common shares.
- (5) Units.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised:

\$65,000 raised in the flow-through financing and \$309,000 raised in the unit financing.

2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material.

Completion of AAA Heidelberg MMPR license application, expansion of the VapeTronix 1313 brand of electronic cigarettes and associated technologies and general working capital.

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A.
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities: N/A.

5. Description of securities to be issued:

(a) Class

Unit Private Placement: Units, with each unit to consist of one common share and one transferable common share purchase warrant.

Flow-through Private Placement: Common shares.

(b) Number

Unit Private Placement: 1,545,000 common shares and 1,545,000 warrants.

Flow-through Private Placement: 260,000 common shares.

(c) Price per security

Unit Private Placement: \$0.20 per unit.

Flow-through Private Placement: \$0.25 per common share.

(d) Voting rights One vote per common share

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:

(a) Number 1,545,000 warrants

(b) Number of securities eligible to be purchased on exercise of Warrants (or options)
1,545,000 common shares

(c) Exercise price \$0.25 per share

(d) Expiry date 2 years from date of issuance

7. Provide the following information if debt securities are to be issued: N/A

(a) Aggregate principal amount _____

(b) Maturity date _____

(c) Interest rate _____

(d) Conversion terms _____

(e) Default provisions _____

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):

**Creekside Capital Corp.
808-1090 West Pender Street
Vancouver, BC, V6E 2N7**

**9956565 Canada Ltd.
72 Cordella Avenue
Toronto, ON M6N 3X7**

Echelon Wealth Partners Inc.
Suite 2500, 130 King Street West
Toronto, Ontario, M5X 2A2

(b)	Cash	
	Creekside Capital Corp.	\$6,600
	9956565 Canada Ltd.	\$4,980
	Echelon Wealth Partners Inc.	\$2,700
	Total:	\$14,280

(c)	Securities	
	Creekside Capital Corp.	31,800 Warrants
	9956565 Canada Ltd.	24,900 Warrants
	Echelon Wealth Partners Inc.	10,800 Warrants
	Total:	67,500 Warrants

(d) Other N/A

(e) Expiry date of any options, warrants etc. **2 years from the date of issuance**

(f) Exercise price of any options, warrants etc. **\$0.25 per common share**

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship.

N/A

10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).

N/A

11. State whether the private placement will result in a change of control.

No

12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders.

N/A

13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by Multilateral Instrument 45-102.

2. Acquisition – N/A

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: _____

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: _____
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
- (a) Total aggregate consideration in Canadian dollars: _____ .
 - (b) Cash: _____ .
 - (c) Securities (including options, warrants etc.) and dollar value: _____ .
 - (d) Other: _____ .
 - (e) Expiry date of options, warrants, etc. if any: _____ .
 - (f) Exercise price of options, warrants, etc. if any: _____ .
 - (g) Work commitments: _____ .
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____
 - (b) Cash _____ .
 - (c) Securities _____ .
 - (d) Other _____ .
 - (e) Expiry date of any options, warrants etc. _____
 - (f) Exercise price of any options, warrants etc. _____ .

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. _____
10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. _____

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated January 18, 2017.

Derek Ivany
Name of Director or Senior Officer

"Derek Ivany"
Signature

CEO
Official Capacity