

**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 11, 2017.

**Item 3: News Release**

A news release was issued and disseminated on October 12, 2017 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company, an advanced Access to Cannabis for Medical Purposes Regulations (“ACMPR”) license applicant, announced that it has entered into an agreement to purchase Natures Hemp, a private company developing proprietary hemp base food and medicinal products with a major Canadian university. Terms of the transaction have not been finalized.

**Item 5: Full Description of Material Change**

The Company, an ACMPR license applicant, announced that it has entered into an agreement to purchase Natures Hemp, a private company developing proprietary hemp base food and medicinal products with a major Canadian university. Terms of the transaction have not been finalized.

Natures Hemp is a private company based in Vancouver, B.C. and is currently in the process of applying for a license to cultivate hemp in Canada and one other international jurisdiction. It is also working with a major Canadian university, with the goal to develop proprietary methods cannabidiol (CBD) extraction from seeds and other parts of the plants, to create high quality oils and flours. In turn, Natures Hemp will use these products to create high quality and healthy hemp based food and medicinal products.

While hemp is traditionally known for its use in textiles due its long and strong fibers, it is the hemp seeds that are critical creating healthy food and medicinal products. Seeds are typically pressed to produce oil and the remaining byproduct is processed into a flour from which products like pasta, baked goods and other healthy foods can be created. Hemp seeds are being recognized as a superfood, like flax and chia seeds, because they are high in protein, contains 20 amino acids, and are also high in the fatty acids omega-3 and omega-6.

CBD is a natural compound found throughout the seeds, stalk and flowers of hemp plants. It is a cannabinoid that occurs naturally in significant quantities in hemp and, because it has shown to be non-psychoactive, is an appealing option for food and medicinal products. Scientific and clinical research is ongoing but early indications show that CBD is a potential treatment for patients looking for relief from inflammation, pain, anxiety, psychosis, seizures, spasms, and other conditions. Potential health benefits from hemp food products include weight suppressant (high in fiber), immune-system booster, and an ability to lower blood pressure and cholesterol.

Hemp and hemp derived CBD products are among the fastest growing segments in the cannabis industry. A recent article published in The Hemp Business Journal indicated an expected CBD consumer market of \$2.1 billion by 2020.

**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 13, 2017.