

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

PUF Ventures Inc. (the “**Company**” or “**PUF**”)
804-750 West Pender Street
Vancouver, BC V6C 2T7

Item 2: Date of Material Change

August 28, 2018.

Item 3: News Release

A news release was issued and disseminated on August 28, 2018 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company and Natures Hemp Corp. (“**Natures Hemp**”) announced that effective August 28, 2018 (the “**Effective Date**”), they completed a statutory arrangement under a plan of arrangement (the “**Arrangement**”). As a result of completing the Arrangement, Natures Hemp became a reporting issuer in the provinces of British Columbia, Alberta and Ontario.

Item 5: Full Description of Material Change

The Company and Natures Hemp announced that on the Effective Date, they completed the Arrangement. As a result of completing the Arrangement, Natures Hemp became a reporting issuer in the provinces of British Columbia, Alberta and Ontario.

Completion of the Arrangement, as set forth in the arrangement agreement and plan of arrangement dated May 18, 2018 (the “**Arrangement Agreement**”), between PUF and Natures Hemp Corp. was approved by the shareholders of PUF on August 7, 2018 and by a Final Order granted by the Supreme Court of British Columbia on August 13, 2018, in accordance with Part 9 of the Business Corporations Act (British Columbia).

Natures Hemp Corp.:

Pursuant to the Arrangement Agreement and on the Effective Date, the following occurred:

- (a) PUF distributed 100% of the common shares of Natures Hemp (“**Natures Hemp Shares**”) it received to the shareholders of PUF (the “**PUF Shareholders**”) on a pro rata basis. The PUF Shareholders received one Natures Hemp Share in exchange for every 3.3665 common shares of PUF held as at the Record Date, June 18, 2018;
- (b) PUF transferred the assets to Natures Hemp;
- (c) Natures Hemp became a reporting issuer in the Provinces of British Columbia, Alberta and Ontario;
- (d) PUF retained its working capital for its assets, remains listed on the CSE and will continue to trade under the trading symbol, PUF, as a consumer products – biotechnology/pharmaceuticals company; and

- (e) Natures Hemp completed the conversion of 11,666,000 special warrants into Natures Hemp Shares.

The CUSIP number for the common shares of Natures Hemp is 639021104.

As of the Effective Date, the board of directors of Natures Hemp are Derek Ivany, David Parry and Robert V. Matthews and the officers of Natures Hemp are Derek Ivany, CEO and Sean McGrath, CFO.

About the Company

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., a private Ontario company and 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.

No stock exchange or securities regulatory authority has reviewed or accepted responsibility for the adequacy or accuracy of the news release.

Some of the statements contained in the release are forward-looking statements, such as estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties.

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

August 28, 2018.