

## FORM 51-102F3

### Material Change Report

**Item 1. Name and Address of Company**

Planet Mining Exploration Inc. (the "Company")  
302 – 750 West Pender Street  
Vancouver, BC, V6C 2T7

Telephone: 604-681-0084

**Item 2. Date of Material Change**

News Release dated May 17, 2013.

**Item 3. News Release**

News Release dated May 17, 2013 was disseminated on May 17, 2013 and filed on SEDAR on May 17, 2013.

**Item 4. Summary of Material Change**

Planet Mining provides update on change of business.

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

**May 17, 2013 - Vancouver, B.C.** Planet Mining Exploration Inc. ("Planet" or the "Company") (TSX-V: PXI) is pleased to announce that pursuant to its previously announced change of business from a junior mineral exploration company to an "investment issuer" (the "**COB**") it has completed an investment in Challenger Deep Resources Corp. for 1,333,333 units (each a "**Unit**"), at a value of \$200,000. Each Unit consists of one common share and one common share purchase warrant exercisable at \$0.25 per common share for a period of five years. The investment in Challenger Deep Resources Corp. was made pursuant to the Company's Investment Policy, a copy of which is attached as a schedule to the management information circular dated as at February 8, 2013 (the "**Circular**").

The Company is continuing to work towards completion of its COB and is in the process of satisfying all of the conditions set out by the TSX Venture Exchange (the "**Exchange**") in the previously announced conditional approval received by the Company. The Company anticipates completing the COB in due course. Final approval of the COB remains subject to Exchange approval.

Pursuant to the COB, the Company intends to become a diversified investment and merchant banking firm focused on the junior resource exploration market. The

Company's proposed investment activities will primarily be in the resource sector, including precious metals, uranium and coal, oil and gas, base metals, potash, lithium and rare earths.

For further information with respect to the COB, reference should be made to the Circular, a copy of which has been filed by the Company on The System for Electronic Document Analysis and Retrieval (SEDAR) and will be available under the Company's profile at [www.sedar.com](http://www.sedar.com).

**.Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable

**Item 7. Omitted Information**

Not applicable

**Item 8. Executive Officer**

The following senior officer of the Issuer is knowledgeable about the material change and the Report and may be contacted:

Tony Ricci, President and Director Telephone: 604-681-0084.

**Item 9. Date of Report**

DATED at Vancouver, British Columbia, this 17<sup>th</sup> day of May, 2013.