

FORM 51-102F3

Material Change Report

Item 1. Name and Address of Company

Planet Ventures Inc (the "Company")
303 – 750 West Pender Street
Vancouver, BC, V6C 2T7

Telephone: 604-681-0084

Item 2. Date of Material Change

News Release dated December 28, 2017

Item 3. News Release

News Release dated December 28, 2017 was disseminated and filed on SEDAR on December 28, 2017.

Item 4. Summary of Material Change

Planet Ventures Inc. announces strategic investment in Walter.AI – a decentralized, blockchain-based protocol that incentivizes creating, sharing and maintaining data feeds by a global community of researchers and analysts.

Item 5. Full Description of Material Change

December 28, 2017 - Vancouver, B.C. Planet Ventures Inc. (the "Company")(TSX-V: PXI; FSE: P6U) is pleased to announce that it has made a strategic investment in Walter.AI - a decentralized, blockchain-based protocol that incentivizes creating, sharing and maintaining data feeds by a global community of researchers and analysts. Through a token economy, community members participate in both governance and value of the network.

Walter is an alternative to centralized data companies and prediction markets, focused on swarm intelligence, consensus and distributed ownership to make fundamental data more accessible to everyone.

About Walter.AI

Walter's vision is to provide an elegant blockchain based solution for the data access problem. Data is valuable as it provides a competitive advantage and allows individuals and organizations with data access to make better decisions. Data is often kept private and

proprietary creating barriers to entry that drives inequality. Alternatively where data is publically available, it is often of poor quality, out of date or improperly formatted. In some instances, such as the emergence of a new sector, there may be a lack of data all together.

Imagine a world where millions of researchers, from every country add value and earn rewards for first formulating effective questions and then answering requests for data. Blockchain-based applications offer us new opportunities to deliver solutions that are decentralized, where data is potentially immutable and verifiable, and where actors in the system stand to benefit not only from performing individual tasks but also having a stake in the value of the community as a whole, and a say in its governance.

This vision formulates the very mission of Walter AI, a decentralized, blockchain-based protocol that incentivizes creating, sharing and maintaining data feeds by a global community of researchers and analysts. Through a token economy, community members participate in both governance and value of the network.

Walter's management has identified the Crypto Market as the potential first market in which to develop a market data platform. Cryptocurrency markets are an ideal first use for Walter. These markets lack data and accessing competitive intelligence has immediate and quantifiable benefits. For crypto markets to evolve beyond the current speculative phase, we believe evolving data sets will play a central role.

Walter provides an incentive structure where users can ask for data feeds about: sentiment, trends, security, exchanges, technologies, tokens, teams and anything else that allows them to operate effectively and safely as market actors. Our goal is to have the entire community benefit from better investment decisions with Walter.

Walter's management team is led by an elite group of cryptocurrency experts that include:

Tom Kineshanko

Tom Kineshanko is co-founder/investor of Walter.ai, Director FirstBlock.capital and Founder of Protos Cryptocurrency Asset Management. Previously, Tom co-founded Habitat Enterprises (one of the first developers of GHG emission reduction projects under the UN carbon market), Gridbid (the world's first roof auction for solar which auctioned >\$40 million in roof space), was a co-founding equity partner in the first publicly traded Angel fund in Canada (GreenAngel Energy), and was a co-founder of Walkmore (Alternative credit scoring; acquired by GTE Financial). Tom is an alum of Singularity University at NASA AMES, The National University of Singapore, and Simon Fraser University, where he was a two-time Academic and Athletic All-American in Track & Field.

Philipp Kallerhoff

Philipp Kallerhoff is a serial entrepreneur and data scientist that worked in the fintech and hedge fund industry with a focus on signal processing and machine learning. He holds University degrees in Engineering, Psychology and Physics and a PhD in Computational

Neuroscience from the Technical University Berlin. His latest fintech and big data startup, Jumiya Inc. in Palo Alto, California, was acquired by a large US bank in 2014.

Marc Baumgartner

Marc Baumgartner is a veteran designer and entrepreneur. Over the past 25 years Marc has been involved as a designer and strategist on projects ranging from the planning and design of Olympic games facilities and large architectural projects to user experience, product development, mobile and web design. Marc was Design Director and VP of Product at NowPublic.com through its inception, substantial venture financing, and acquisition by Examiner.com in 2009. During its time NowPublic was named a Time Magazine top 5 Website of the Year and received two Emmy nominations for Outstanding Interactive Design. After exiting NowPublic Marc co-founded Codename Design, a Vancouver-based design studio specializing in strategy and design for startups and skunkworks projects. Clients include IoT startups Moj.io, Neur.io and The Smithsonian Learning Lab.

Mike Williams

Mike Williams is lead engineer at Walter. Prior to joining Walter Mike was Engineer in Residence at XPCP where he worked with cross-functional team to identify and prototype potential products and businesses relating to crypto-currencies. During that time Mike designed, implemented, extended, and maintained backend logic of the crypto-currency exchange

“This is yet another extremely exciting investment for Planet and its shareholders” says Zula Kropivnitski, Chief Financial Officer of Planet Ventures Inc. “This deal gives our investors access to one of the most exclusive and revolutionary investment opportunities in the crypto space. Led by one of the most successful individuals in the crypto markets, we are confident that Walter’s management team will be able to drive substantial value to our shareholders over the coming quarters.”

Walter is currently private but is planning to go-public in the near-future.

About Planet Ventures Inc.

Planet Ventures Inc. is positioning itself to be a leading investment issuer in Blockchain technologies and cryptocurrencies, providing investors exposure to a wide-range of investments in the Crypto/Blockchain markets. Planet invests in ICO’s (Initial Coin Offerings) and its management is focused solely on creating shareholder value by exposing its investors to multiple opportunities in the Crypto/Blockchain market. The Company’s initiative is to empower entrepreneurs developing disruptive technologies in the Blockchain space and provide them with the necessary capital and expertise to assist them in revolutionizing the industry. The company will retain its current investment portfolio and will continue to assess new opportunities for investment inside the cryptocurrency/blockchain space.

ON BEHALF OF THE BOARD

”Zula Kropivnitski”

Zula Kropivnitski
Chief Financial Officer and Director

INVESTOR RELATIONS CONTACT

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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 disclosed in this report.

Zula Kropivnitski
Chief Financial Officer/ Director
Telephone: 604-681-0084.

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 28th day of December, 2017.

(Signed) Zula Kropivnitski

Zula Kropivnitski
Chief Financial Officer/Director