

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 April 27, 2018

Item 3. News Release

News Release dated April 27, 2018 was disseminated and filed on SEDAR on April 27, 2018.

Item 4. Summary of Material Change

Planet Ventures Inc. investment holding – The Green Organic Dutchman announces the Company has upsized their IPO to a maximum of \$115,011,500.

Item 5. Full Description of Material Change

April 27, 2018 - Vancouver, B.C. Planet Ventures Inc. (the "Company")(TSX-V: PXI; FSE: P6U) is pleased to announce that one of their investment holdings, The Green Organic Dutchman Holdings Ltd., announced that due to increased investor demand, the Company has filed an amended and restated final long form prospectus to increase its previously announced initial public offering to a minimum of 28,000,000 Units for gross proceeds of \$102,200,000 and a maximum offering of 31,510,000 Units for gross proceeds of \$115,011,500 at a price of \$3.65 per Unit.

According to the company's news release dated April 26, 2018:

TORONTO, April 26, 2018 — The Green Organic Dutchman Holdings Ltd. (the "Company" or "TGOD") is pleased to announce that, due to increased investor demand, the Company has filed an amended and restated final long form prospectus (the "Prospectus") to increase its previously announced initial public offering of units of the Company (the "Units"). The Final Prospectus of the Company dated March 29, 2018 contemplated an offering of \$102,200,000 through the issuance of 28,000,000 Units at a price of \$3.65 per Unit. The offering will now consist of a minimum offering of 28,000,000 Units for gross proceeds of \$102,200,000 and a maximum offering of 31,510,000 Units for

gross proceeds of \$115,011,500 (the "Offering") at a price of \$3.65 per Unit.

Aurora Cannabis Inc. (TSX:ACB) has elected to exercise its right to participate in the Offering on a pro-rata basis.

Each Unit consists of one common share of the Company (a "Unit Share") and one-half of one common share purchase warrant of the Company (each whole warrant being a "Warrant"). Each Warrant is exercisable into one common share of the Company (a "Warrant Share") at the price of \$7.00 per Warrant Share, subject to adjustment, on or prior to 4:00 p.m. (Eastern Time) on the date that is the earlier of (i) 24 months after the Closing Date and (ii) the date specified in any Warrant Acceleration Notice (as hereinafter defined). If, at any time, the volume-weighted average trading price of the common shares of the Company is equal to or greater than \$9.00 for any 10 consecutive trading day period, the Company may provide written notice to Computershare Trust Company of Canada as warrant indenture trustee and the registered holders of Warrants (a "Warrant Acceleration Notice") that the expiry time of the Warrants shall be accelerated to the date which is 30 days after the date of such Warrant Acceleration Notice, subject to TSX approval.

The Offering is being led by Canaccord Genuity Corp. as sole bookrunner and co-led with PI Financial Corp. (collectively, the "Co-Lead Agents"), together with Industrial Alliance Securities Inc., INFOR Financial Inc., Echelon Wealth Partners Inc. and Mackie Research Capital Corporation as agents (collectively, the "Agents").

A full copy of the news release can be found here: <https://tgod.ca/tgod-announces-up sizing-of-initial-public-offering-of-units-to-a-maximum-of-115011500/>

Planet was a seed round investor in TGOD, acquiring 50,000 shares in early 2017.

Zula Kropivnitski, Planet's Chief Financial Officer states: "We are extremely pleased with TGOD's progress over the year since we initially took a position in the company and we look forward to supporting them over the coming years as they work to build one of the most successful licensed cannabis producers in Canada."

ABOUT THE GREEN ORGANIC DUTCHMAN HOLDINGS LTD.

The Green Organic Dutchman Holdings Ltd. ("TGOD") is a research & development company licensed under the Access to Cannabis for Medical Purposes Regulations ("ACMPR") to cultivate medical cannabis. The Company carries out its principal activities producing cannabis from its facilities in Ancaster, Ont., pursuant to the provisions of the ACMPR and the Controlled Drugs and Substances Act (Canada) and its regulations.

The Company grows high quality, organic cannabis with sustainable, all-natural principles. TGOD's products are laboratory tested to ensure patients have access to a standardized, safe and consistent product. TGOD has a funded capacity of 116,000 kg and is building 970,000 sq. ft. of cultivation facilities in Ontario and Quebec.

The Company has developed a strategic partnership with Aurora Cannabis Inc. (TSX:ACB) with a \$55 million investment for an approximate 17.5% stake in TGOD. To date, the Company has raised approximately \$160 million dollars and has over 4,000

shareholders.

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.

For more information, please visit our website: planetventuresinc.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 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 27th day of April, 2018.

(Signed) Zula Kropivnitski

Zula Kropivnitski
Chief Financial Officer/Director