

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 July 17, 2019

Item 3. News Release

News Release dated July 17, 2019 was disseminated and filed on SEDAR on July 17, 2019.

Item 4. Summary of Material Change

Planet Ventures to make investment in First Eleven E-Sports.

Item 5. Full Description of Material Change

VANCOUVER, British Columbia – July 17, 2019 – Planet Ventures Inc. (TSX-V: PXI; FSE: P6U) (“Planet” or the “Company”) is pleased to announce that it has entered into a Letter of Intent (“the LOI”, the “Agreement”) to acquire a First Eleven Limited (“First XI”), a sports media and e-sports gaming company based in the United Kingdom. The investment in First XI will further diversify the investment portfolio of the Company, which currently includes technology, oil and gas, and natural resource investments.

Planet Venture’s CFO, Zula Kropivnitski, commented, “Planet Venture’s mandate has always been to invest in new emerging market opportunities with high growth potential. Early in 2018, we identified online gaming eSports betting as an emerging industry with substantial growth potential. As such, we began our due diligence to identify the most promising projects. Following a rigorous and exhaustive search, we identified First XI as an ideal acquisition target as it met both our technical and valuation requirements. We are extremely excited about this acquisition and believe that First XI has the potential to generate substantial revenue utilizing their technology.”

Terms of the Investment:

- Planet Ventures Inc. will purchase all of the issued and outstanding shares of First

- Planet will undertake to raise by way of a unit private placement up to \$1,400,000 at \$0.07 per unit. Each unit will consist of one common share and one common share warrant exercisable at \$0.15 for a three year period.

The acquisition of First XI is conditional upon, inter alia, approval of the TSX Venture Exchange, the definitive agreement and completion of the concurrent financing.

First XI is entirely arms-length to the Company and its directors and officers.

About eSports

eSports has been dubbed as an “explosive billion dollar industry” with events occupying massive stadiums with millions of spectators tuning in on a daily basis through its streaming services. Newzcoo, a market analytics company, estimates that 380 million people will follow eSports in 2018, with 165 million being frequent engaged viewers. This rapidly expanding sector is expected to grow both in audience and revenues by 16% this year, with revenues expected to grow beyond USD \$1 billion in 2019. A Goldman Sachs reports stipulates that as a result of such massive growth in audience, “lucrative monetization opportunities” will arise through various channels, with media rights alone reaching \$3Billion by 2022.

About First XI

First XI’s unique business model combines the passion for Football & eSports with cutting edge gamer technology combined with exclusive access to football stars. First XI, is the first sports media company to produce and manage e-Sports teams made up entirely of professional soccer players alongside soccer legends who will play against, participate and engage with football fans and gamers as part of a unique and exciting gaming experience.

First XI’s licensed proprietary technology platform will provide a 24/7 gamer hub, dedicated to gamers and soccer fans delivering live competitive e-Sports competitions, professional events, jackpot prizes, news, games updates, live media partner information. 1st XI’s game platform offers players multiple game options, via syndicated and collective peer-to-peer group play.

Subscribers & First XI Gold, Silver, Bronze Club members will have the opportunity to play with and against and watch soccer stars play FIFA, esports, via live streamed social media networks, including First XI’s own dedicated e-Sports gamer platform. With an obtainable daily reach of millions of players.

First XI’s social reach, delivers relevant and compelling content with its ability to drive revenues, deliver a significant audience and attract International brands on a global basis.

Combining the passion for football alongside the significant growth in e-Sports, offers a unique opportunity to build a subscriber base of millions of dedicated sports fans.

The company is based in the UK with an operating subsidiary in Brazil. The Passion that Brazil has for sports is clearly visible in its thriving and growing eSports scene. The

Country boasts a significant and substantial gamer base in excess of 75.7M and has the third largest E-Sports fans base in the world with 7.6 million Brazilians watching professional content more than once per month (*Data sourced from "Newzoo"*)

About Planet Ventures Inc.

Planet Ventures Inc. (PXI.V), is an investment issuer listed on the Toronto Venture Exchange, that is focused on investing in disruptive companies and industries that have high growth potential. Our unique portfolio driven investment policies provide our investors access to emerging and high-growth opportunities while shielding them from any formidable downside.

For more information, please visit our website: planetventuresinc.com

ON BEHALF OF THE BOARD

"Zula Kropivnitski"

Zula Kropivnitski

Chief Financial Officer and Director

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 17th day of July, 2019.

(Signed) Zula Kropivnitski

Zula Kropivnitski
Chief Financial Officer/Director