

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 May 28, 2020

Item 3. News Release

News Release dated May 28, 2020 was disseminated and filed on SEDAR on May 28, 2020.

Item 4. Summary of Material Change

Amended: Planet Ventures signs LOI with sports influencer mobile technology platform – Cucu Sports.

Item 5. Full Description of Material Change

VANCOUVER, British Columbia – May 28, 2020 – 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 Cucu Sports, a sports influencer mobile technology platform based in the United Kingdom.

The investment in Cucu Sports consolidates and significantly strengthens our recent acquisition of the First XI esports, gaming media business. Acquiring Cucu's unique mobile influencer technology platform enhances our overall capabilities, by combining Cucu's extensive influencer reach, analytical data capturing, combined with First XI's strategic marketing and gaming expertise. In acquiring Cucu's unique mobile analytics platform, it provides both First XI and Cucu the ability to fully leverage customer acquisition on a global scale.

As influencer marketing becomes a prominent force for brand investment, it can no longer be ignored and is now a strategic part of all international marketing expenditure. Combining Cucu and First XI, it substantially supports the ability to manage a wider network of video game creators and allows us to further increase our ability to onboard professional athletes and esports stars quicker than ever before. This further strengthens our ability to acquire and embrace customers supported with inhouse analytics, helping to

build significant subscription revenues with live game play and creating branded marketed campaigns.

“This is an exciting opportunity for us” states Sergio Teubal, Cucu’s CEO. “The timing for Cucu to join Planet Ventures could not be better. We have invested heavily over the past two years in our proven technology and as the market continues to grow year on year, it’s the perfect time for us to maximize our mobile technology capabilities, amalgamate with and support First XI esports gaming expertise. It’s an exciting combination that will set us apart and increase our opportunities in a booming global gaming sector.”

Peter Glancy CEO of First XI says: “Bringing together technologies of both First XI and Cucu is truly exhilarating and strengthens our capabilities in expanding our own creative networks, whilst simultaneously delivering live gaming content, with up-to date analytical analysis, helping boost subscription revenues. Combining both entities should significantly heighten our value proposition to our shareholders”.

In consideration for the shares of Cucu, Planet will issue 10,000,000 shares, subject to adjustment in certain circumstances relating to the performance of Planet’s share price over the 18 months following closing. In addition to the share consideration Planet will fund \$150,000 USD for working capital for Cucu.

About Cucu Sports

Cucu Sports is a mobile social media publishing tool specifically designed to engage with the world’s most influential Athletes and Sports Stars by posting with a single tap on the phone. Our purposely built mobile technology is designed to make an impact to engage and capture a massive audience, by connecting, sports fans, e-gamers, influencers, major brands, on a global scale.

Among the many successful campaigns run by Cucu, include clients like Mercedes Benz, William Hill, Ab Imbev, Quilmes, Disney [Star Wars], Vitality Prudential, with athletes and football stars which include Paolo Maldini, Italy & AC Milan, Gabriel Batistuta Argentina & Fiorentina, Andrea Pirlo, Italy & Juventus, Tania Cagnotto Olympic Diving Champion, amongst many others.

The Cucu Team

Today’s marketplace has over 500+ world class Athletes including world class athletes and football players including, Alisson Becker Brazilian National Team and Liverpool star goalkeeper, West Ham and [Brazil] midfielder Felipe Anderson, Gonzalo Higuain [Argentine] formerly Real Madrid, now Juventus FC, Douglas Costa [Brazil] Juventus FC and Gianluigi Buffon, [Italy] Juventus FC, subscribed to the platform.

Influencer Revenues

The influencer marketing industry is on track to be worth up to \$15 billion by 2022, up from \$8 billion in 2019, according to “Business Insider Intelligence” estimates, based on Mediakix data.

“According to Instagram-press.com” 75%.3 of US business will use Instagram in 2020 and reach 112,5 million users in 2020. 89% of users are outside the US. Of Instagram’s one billion users, Americans are the largest Instagram audience, but they’re very far from the majority. Rounding out the top five countries for Instagram users are: Brazil:70 million users

India: 69 million users: Indonesia: 59 million users: Russia 40 million users.

About Planet Ventures Inc.

Planet Ventures Inc. (TSXV:PXI), is an investment issuer listed on the TSX 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 with 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

INVESTOR RELATIONS CONTACT

PLANET VENTURES INC.
Tel: (604) 681-0084

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 May, 2020.

(Signed) Zula Kropivnitski

Zula Kropivnitski
Chief Financial Officer/Director