

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 31, 2020

Item 3. News Release

News Release dated July 31, 2020 was disseminated and filed on SEDAR on July 31, 2020.

Item 4. Summary of Material Change

Planet Ventures’ Investee 1st 11 announces appointment of former PepsiCo executive as COO along with other senior management appointments.

Item 5. Full Description of Material Change

VANCOUVER, British Columbia – July 31, 2020 – Planet Ventures Inc. (TSX-V: PXI; FSE: P6U) (“Planet” or the “Company”) is pleased to announce that its wholly owned investee, 1st 11, the appointment of former PepsiCo Brazil & Latin America’s Director of Marketing, Flavio Maria, as the Chief Operations Manager (“COO”). Additionally, 1st 11 has also appointed Christopher Glancy as the Chief Products Officer (“CPO”), Andre Frota as Managing Director of Commercials Brazil, Lucas Ruffo as the Head of Product Brazil and Eric Albanese as the Director of Marketing Partnerships Brazil.”

1st 11 CEO, Peter Glancy, commented “I’m delighted to inform Planet Venture shareholders, that both Flavio and Christopher have agreed to join 1st 11 to become part of our management team. They bring a wealth of knowledge, experience and leadership skills to 1st 11 and will be a noteworthy addition to the team.”

1st 11, also would like to announce the launch of its corporate website, where additional details on their proprietary eSports platform along with its vision for the future. The website is available at the domain: www.1st11corp.com.

Flavio Maria, COO

Mr. Maria is an experienced business executive holding senior leadership roles and marketing positions in numerous global International companies over the past 25 years. Flavio's record of brand building and the use of innovative initiatives are extensive. Having worked in consumer goods as a senior vice president and director of marketing for one of the world's largest beverage companies, his skill set as a management executive also includes private equity, consultancy and sports media brand activation in Brazil, Mexico and Argentina. Flavio will lead 1st 11's international expansion plans in Brazil and Latin America.

Additionally, Mr. Maria was the former COO of Pan American Sports Network, the first fully integrated sports television media platform in Latin America. He also has held senior executive positions such as, Vice President Pepsi International - Latin America and Director of Marketing for PepsiCo Brazil & Latin America.

Christopher Glancy, CPO

Mr. Glancy is a digital innovation leader with extensive experience working with Fortune 500 companies. He has over ten years' experience in digital strategies and implementing disruptive marketing initiatives. Prior to joining 1st 11, he was Innovation Director at Essence, a leading UK based digitally centric agency serving as a strategic advisor to Google's International marketing teams for products such as Chromebook, Stadia, Pixel and YouTube. Prior to this, Mr. Glancy worked developing commercial partnerships at Shazam, securing mobile, augmented reality and data partnerships for blue-chip clients such as American Express. Mr. Glancy was also formerly a Director at Wavemaker, negotiating commercial opportunities on behalf of their clients, as well as, providing consulting and delivering marketing strategies for Visa, Johnson & Johnson, DHL, and Biersdorf. He will be responsible for the 1st 11's product offering and International brand development. He holds Bachelor's degree of the University of Southampton England.

Andre Frota Managing Director of Commercials, Brazil.

Mr. Frota has over 25 years in marketing, sales and operations with strong International experience in the US, Caribbean, Europe and Latin American markets. He has a special focus on building strategies, brand development, innovation and trade marketing promotions. As a Founder and General Manager of Future Comm, a leading communications agency Brazil/ Mexico, Mr. Frota also served as Marketing Director for Pepsi International and Marketing Director at Fox Sports Brazil. He holds an MBA from University of Cranfield, England and Bachelor of Arts from PUC-RU

Lucus Ruffo. Head of Product Brazil.

Mr. Ruffo holds a Bachelor of Business Administration from Harford University and brings extensive digital marketing skills to the team. He was former digital marketing manager for Matriz's agency in Brazil and account manager for Yopdev software in Argentina and he held management positions for Zoom TV in Brazil.

Eric Albanese. Marketing & Partnerships.

Mr. Albanese has a degree in marketing and finance from Boston college [USA]. Eric brings significant marketing experience from 7 years at Oi telecoms and 10 years at

Anheuser-Busch Brazil, Europe and USA. Prior to 1st 11, Eric was the Director of Marketing Oi Telecom [one of Brazil's leading Telco's with over 50 million subscribers] responsible for marketing, innovation, expanding OI's coverage and growing their subscription base.

About 1st 11

Is an entertainment organization delivering a unique interactive experience, bringing together creators, athletes, influencers and gamers into one exciting environment. As an influencer, 1st 11 esports gaming business is well positioned to be at the intersection of competitive play, lifestyle and entertainment. "Where Fun Comes 1st"

Extensive brand positioning has blended our unique array of eSports and lifestyle entertainment platforms supported by a cutting-edge tournament hosting technology. 1st 11 offers an interactive entertainment platform where fans can play alongside and against their sports heroes. 1st 11's products are optimized for high growth and available via live streaming across Facebook Gaming, Twitch, You Tube, and other international media outlets. First, XI's cutting-edge eSports platform will offer users unique challenges, incentives, competitions across a wide and varied range of popular gaming titles.

"The Opportunity"

- The business opportunities associated with video games & competitive gaming are immense.
- Video games industry is currently growing so fast it is projected to reach \$300B by 2025 with over 2.7 billion gamers worldwide ["Forbes"].
- More and more people are spending time watching games. Over the past 5 years, the average number of views on Twitch has risen 420%, while the number of hours watched per month is 287% higher [TwitchTraker].
- By 2023, the global eSports audience is predicted to be over 646 million. In 2020, more people streamed League of Legends International live delivering a larger audience than the NFL Super Bowl online [Statista]
- Brazil has the third highest number of eSports fans in the world at 9.2 million, slightly behind China and the USA [Newzoo]
- Cloud gaming, 5G proliferation, next generation consoles and ease of access to games as a service, is set to turbocharge growth in the sector over the next decade. [VentureBeat]

About Planet Ventures Inc.

Planet Ventures Inc. (TSX-V: PXI; FSE: P6U) 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.
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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 31st day of July, 2020.

(Signed) Zula Kropivnitski

Zula Kropivnitski
Chief Financial Officer/Director