

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 September 18, 2020

Item 3. News Release

News Release dated September 18, 2020 was disseminated and filed on SEDAR on September 18, 2020.

Item 4. Summary of Material Change

Planet Ventures Inc executes share exchange agreement with Cucu Sports Limited.

Item 5. Full Description of Material Change

VANCOUVER, British Columbia – September 18, 2020 – Planet Ventures Inc. (TSX-V: PXI; FSE: P6U) (“Planet” or the “Company”) is pleased to announce that further to its news release dated May 28, 2020, the Company has entered into a share exchange agreement (the “**Definitive Agreement**”) with 1261489 B.C. Ltd., a wholly-owned subsidiary of the Company (“**Acquisition Co**”), Cucu Sports Limited (“**Cucu**”), and the shareholders of Cucu (the “**Cucu Shareholders**”). Pursuant to the terms of the Definitive Agreement, Acquisition Co will acquire all of the issued and outstanding ordinary shares of Cucu (the “**Purchased Shares**”) in exchange for common shares (“**Common Shares**”) in the capital of the Company (the “**Transaction**”).

The Transaction

Pursuant to the terms of the Definitive Agreement, in consideration for the sale and transfer of the Purchased Shares to Acquisition Co, the Company will issue to the Cucu Shareholders an aggregate of 12,000,000 Common Shares in the capital of the Company (the “**Consideration Shares**”). In addition to a regulatory hold period expiring four months and a day from the date of issuance, the Consideration Shares will bear restrictive legends which provide for a staged release over a period of 18 months.

Additionally, upon closing of the Transaction Sergio Teubal, Cucu’s chief executive officer, will be appointed to the Company’s board of directors. In connection with his

appointment as a director, the Company will issue Sergio Teubal 2,200,000 incentive stock options (the “**Options**”) to purchase 2,200,000 Common Shares (the “**Option Shares**”), exercisable at a price of \$0.10 per Option Share, for a period of five (5) years from the date of issuance. Mr. Teubal will continue in his role as chief executive officer of the Cucu following completion of the Transaction.

With a strong footprint in both Latin America and Europe, Cucu has over 500 world class athletes subscribed to their advanced influencer platform, including soccer stars such as Alisson Becker (Liverpool, Brazil), Felipe Anderson (West Ham, Brazil), Gonzalo Higuain (Juventus, Argentina), Douglas Costa (Juventus, Brazil) and Gianluigi Buffon (Juventus, Italy). The gaming space is set to become a \$300 billion industry by 2025 with growth driven largely by digital media, streaming and associated influencer activity. South America is one of the fastest growing regions in the sector, just behind China and the United States. Brazil alone has over 80 million gamers, 65% of which consider video games to be their main form of entertainment.

"This is an exciting opportunity for Cucu," states Sergio Teubal. "The primary reason the Cucu Shareholders entered into the Definitive Agreement is due to the significant synergies and exciting opportunities that we can establish with Planet's wholly-owned subsidiary First XI Limited (“**First XI**”). Cucu has made significant investments in the development of our proprietary technology, investing over seven figures over the past three years. The size of the influencer and eSports markets continues to grow year over year and it is the perfect time for us to maximize and expand our mobile capabilities by combining and integrating Cucu's advanced sports influencer technology with First XI's cutting-edge eSports and media properties. First XI and Cucu will build significant scale providing access to pro-athletes, creators and eSports stars with a shared passion for gaming. Cucu's advanced influencer analytics capabilities will further serve First XI's core product offering by powering and enhancing First XI's Creator Network, driving scalable interactive gaming formats by using our unique data processing capabilities to engage with users and subscribers on a global scale.”

Christopher Glancy, chief product officer of First XI states, “With the addition of Cucu's technology it will become seamless and simple for gaming creators to join the First XI Creator Network alongside professional athletes and eSports stars by simply downloading a single app. It will serve as a way to increase and manage a growing product pipeline whilst simultaneously turbocharging our product offering through a unique blend of mobile technology, data and talent management expertise alongside First XI's cutting edge eSports and media technology.”

Completion of the Transaction is subject to a number of conditions, including the receipt of all required regulatory approvals and consents required to carry out the Transaction. The Transaction cannot close until the required approvals are obtained and the other conditions to the Transaction are satisfied. There can be no assurance that the Transaction will be completed as proposed or at all.

Planet's management team continues to monitor its current portfolio of investments in the eSports, as well as several disruptive technology industries and will provide further updates over the coming months.

About Cucu

Cucu has designed 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. Cucu's purposely-built mobile technology is designed to engage and capture a substantial audience on a global scale, by connecting, sports fans, e-gamers, influencers, and major international brands.

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

About Planet

Planet 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. Planet's unique portfolio driven investment policies provide 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

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 18th day of September, 2020.

(Signed) Zula Kropivnitski

Zula Kropivnitski
Chief Financial Officer/Director