

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 December 1, 2020.

Item 3. News Release

News Release dated December 1, 2020 was disseminated and filed on SEDAR on December 1, 2020.

Item 4. Summary of Material Change

1st 11’s Entertainment and Gaming Platform launches December1, 2020.

Item 5. Full Description of Material Change

VANCOUVER, British Columbia – December 1, 2020, - Planet Ventures Inc. (TSX-V: PXI; OTC: PNXPf; FSE: P6U1) (“Planet” or the “Company”) is pleased to announce its wholly owned subsidiary, 1st11, has launched a unique portfolio of gaming entertainment products today, December 1st, 2020. 1st11 delivers a competitive gaming experience featuring exciting talent from the world of gaming, pro sports and esports. Powered by advanced esports, mobile web and influencer technology, fans can easily sign up to 1st11 and play alongside or against their heroes with live action simultaneously streamed to the platform as well as via its distribution network of creators and partners.

Peter Glancy, 1st 11 CEO commented “We are delighted to release our consumer product offering just before Christmas as the sector continues to grow. 1st11 is uniquely placed to embrace a whole new generation of gamers enabling them to easily play alongside or against their favourite gaming creators, esports stars and sporting heroes. As growth in the gaming and esports sector has become a global phenomenon it continues to draw-in superstar athletes who have a passion for gaming, streaming and sharing content with an engaged audience of millions. We are also seeing the ongoing rise to prominence of gaming creators and esports stars with an ever-expanding fanbase, digital footprint and influence. 1st11’s ‘*Fun Comes 1st*’ ethos is about bringing together all the above into a gamer first offering that places inclusivity, accessibility and the fan experience at its core”.

Advanced cloud-based technology, influencer analytics, distributed computing and latency optimization serves to support interactive and scalable formats co-created by the 1st11 Creator Network. 1st11 is built by a team of industry leaders and professionals from the ground up to deliver a new approach, making competitive gaming accessible for all across mobile, desktop as well as the next generation of consoles.

1st11's product differentiation

1st11's consumer offering is underpinned by three key core product components which are designed to work together to offer customers unique and fun competitive gaming experiences. The first is a custom built mobile optimized entertainment destination. 1st11fun.com will feature exclusive content, interviews, gaming tips and editorial delivered by a roster of authentic and credible talent. 1st11 content is co-created by successful streamers and gaming creators that resonate in gaming culture. As a result, the site will be cross promoted collectively to millions of followers across social media and streaming platforms. All activity is designed to encourage fans to register and participate in creative, fun and inclusive competitive gaming experiences.

The second is 1st11.gg, a cutting-edge challenge and tournament destination that is seamlessly integrated with the entertainment site. Users can easily sign up, create an account and play against or alongside their favourite creators and sporting heroes. Games at launch include *CounterStrike Global Offensive*, *Valorant*, *Fall Guys*, *League of Legends*, *FIFA 21*, *Pro Evolution Soccer 2021*, *NBA2K 21*, *Street Fighter IV* and many more. The interactive gaming platform is designed to integrate with mobile, console and PC games as well as harnessing content from streaming sites such as Twitch and YouTube. Fans will have the chance to earn and win rewards, unlock meaningful experiences and purchase limited edition co-created prizes.

The third is the '1st11 Creator Network' with over five hundred athletes onboarded at time of launch. The App (soon to be available via the Apple App Store and Google Play) is a custom-built influencer technology platform that centrally coordinates and assists in influencer management and scheduling activity from an ever-growing talent pool of relevant gaming creators, esports stars and pro athletes. The 1st11 Creator Network is also supported by advanced proprietary technology offering best in class analytics and reporting capabilities that will continuously fuel and inform the customer experience. It will also enhance revenue opportunities by providing brands ease of access to 1st11's entertainment product portfolio and influencer network.

Talent Featured at Launch

1st11 will be the home of sport and gaming crossover delivering an extensive programme of football themed challenges. The launch will feature SAF, one of the most popular FIFA communities worldwide with over forty pro players including ePremier League finalists. Other credited creators include YouTube sensation and Brazilian soccer aficionado 'AStarForBants' who continues to achieve over 1 million views on his videos reacting to goals and gameplay from the Brazilian league.

Racing and motorsport will also feature and 1st11 has signed ex-professional racing driver and TV presenter Tom Gaymor (Eurosport and UK national networks BT & ITV Sport) to lead its new interactive racing format. 1st11 will feature 'World's Fastest Gamer' James Baldwin as well as Philippe Reis and Salih Saltunc in collaboration with the world famous

Formula 1 racing team - Williams. Sao Paulo's Cris Nikolaus has joined the 1st11 Creator Network, currently she is one of the most popular gaming creators in Brazil with over million followers on Facebook Gaming. In addition, Twitch sensation and Call OF Duty gaming creator KatGunn will also be collaborating with 1st11 across live streams, fun challenges and unique interactive content to over a quarter of a million of her Twitch followers.

"According to Forbes, the gaming industry is growing so fast and is expected to reach over US\$300 billion by 2025. The timing is perfect for 1st11 to open its gaming platform with the current growth and enthusiasm in this sector and our ability to reach out to this phenomenal growing market" says Peter Glancy, CEO of 1st11.

About Planet Ventures Inc.

Planet is an investment issuer listed on the TSXV, that is focused on investing in disruptive companies and industries that have high growth potential. Planet's unique portfolio driven investment policies provide its investors with access to emerging and high-growth opportunities while shielding them from any formidable downside.

For more information, please visit: <https://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 1st day of December, 2020.

(Signed) Zula Kropivnitski

Zula Kropivnitski
Chief Financial Officer/Director