

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 February 24, 2021.

Item 3. News Release

News Release dated February 24, 2021 was disseminated and filed on SEDAR on February 24, 2021.

Item 4. Summary of Material Change

Planet Ventures’ Subsidiary, 1st11, Announces Equity Investment and Strategic Partnership with Final Level Brazil – Latin America’s Number One Gaming and Entertainment Platform.

Item 5. Full Description of Material Change

VANCOUVER, British Columbia – February 24, 2021, - Planet Ventures Inc. (TSX-V: PXI; OTC: PNXPFF; FSE: P6U1) (“Planet” or the “Company”) is pleased to announce that its wholly owned subsidiary, 1st11 Limited (“1st11”), has entered into a strategic partnership agreement (the “**Agreement**”) with Final Level LLC (“**Final Level**”) - Latin America's Number One Gaming Entertainment Platform.

The Agreement states that 1st11 will acquire an initial 5% equity stake in Final Level. As consideration, Final Level will obtain the right to acquire \$300,000 worth of share purchase warrants of Planet at a price of \$0.40 cents for each share warrant granted. Final Level will also receive 230,116 shares in Planet, which will be restricted for a period as determined under TSX Venture Exchange rules. The Agreement also provides 1st11 with a further option to acquire an additional 5% of Final Level’s fully diluted share capital on or before September 2021, on the same terms. An integral and important part of the equity investment will partner with Final Level to create a marketing plan which will allow 1st11 primary access to all of Final Level’s online media assets, to support an advanced marketing and media campaign throughout 2021, 2022 and 2023. Final Level raised \$1.58 million US, 1st11 was a lead investor alongside Atmos Capital, Outfield Capital, and Kaducaio Holdings. Final Level owns esports organization Game-landers fielding one of

the top Valorant rosters in Brazil and 13th in the world rankings and a Youtube channel that receives over half a billion monthly views.

Flavio Maria 1st11's COO, Founder and Head of Operations in Brazil commented: "by coming together and making an investment in Final Level is a considerable statement and a momentous incentive for our plans over the next 5 years."

Peter Glancy, 1st11's CEO, endorsed Mr. Maria's comments and stated: "It's a decisive move and a substantial commitment for both companies and clearly demonstrates our ambitions by aligning with Final Level. The Agreement is a game changer, providing phenomenal access to one of the world's biggest gaming markets and fits with our objective to become the biggest video game centric entertainment platform in Latin America. By joining forces with Final Level by-way of an equity investment substantially elevates both companies to the highest echelon of online entertainment and is a key component to assembling a passionate gaming consumer and subscriber base in Brazil and across Latin America."

1st11 will fully support Final Level with unique interactive challenges, underpinned by its consumer facing gaming assets as well as sharing access to their proprietary technology and influencer platform. Within 1st11's Creator Network there are over 500 professional athletes who are already signed, offering star-studded talent a seamless and easy way to engage in gaming content fully supported by our advanced influencer analytics, consumer data and reporting capabilities.

About Final Level

Final Level's entertainment platform reaches 500 million views per month on Youtube and are amongst the largest collective content creators on the market today across their various social media platforms.

Final Level has consolidated itself to become the best branded content partner to enter the world of video game entertainment. Final Level's brand partners include OI, the third largest telecommunication company in Latin America with over 40 million subscribers. Other business partners include Coca Cola , Ame Digital, Estácio , Pepsico, Ifood and Netflix. In addition, major publishers such as Epic, Blizzard, PUBG, Sony and other relevant international companies have reached historic rates with campaigns developed and executed by the Final Level content hub.

Since its foundation in August of 2018, Final Level has grown to be the "Largest Gamer Entertainment Platform in Brazil" and exploded exponentially across all social media platforms with a market leading presence across YouTube, Instagram, TikTok, Spotify, Facebook and Twitter. Just on their official Youtube channel added to those of the influencer network, Final Level's hub has 55 million subscribers.

Co-Founder and CEO of Final Level, Fernanda Lobão, commented: "We are delighted to have a partner and investor of the size of 1st11 with their all-encompassing gamer platform and mobile influencer technology. They will deliver a wider dimension to the Final Level offering which will only benefit both companies. Final Level's hub has amassed a phenomenal community with almost 'Half A Billion Views A Month' across all our assets. As we continue to expand our horizons, we see 1st11 as the perfect partner to engage with

our community as this alliance provides sharing of technologies and strategy with each partner offering complimentary elements that will serve to provide our subscribers new and fun gaming experiences. 1st11's unique approach to creative content adds a wide-range of business opportunities for both parties. With 1st11 as a shareholder, we now have a strong partner with an established team operating in Sao Paulo, Rio De Janeiro, Buenos Aires and Europe. By opening our network to 1st11, it will assist our growth and expansion plans for Spain, Portugal and other European territories which will support the foundation and our objective to become the world's biggest online entertainment platform. Final Level is the largest and most relevant collective of creators and streamers, gamers with names that represent different niches in this universe, from lifestyle to content about games ranging from super fund like: 'Among Us' and 'Minecraft' to more hardcore like 'LOL', 'Free Fire', in addition to trendies like 'Valorant,'" explains Mr. Lobão. "Final Level embraces all communities of gaming fans, it has fun on YouTube, Instagram and Tiktok, but it also has immersion for the more hardcore fans on Spotify, Twitter, Telegram and livestreaming" continued Mr. Lobão.

Final Level's disruptive content production model also caught the attention of YouTube itself, which recommends the channel for brands that want to communicate with gaming fans. Final Level is the largest gaming entertainment platform in Brazil and has taken the gaming market to the next level. The company reinforces its team of influencer partner gamers and creators, with a young dynamic enthusiastic group of investors.

The Final Level has strong partners including Felipe Neto, the "Largest Youtuber in Brazil" and Second Most Watched In The World in 2019 With Over "40million Subscribers". In addition João Pedro Paes Leme, former executive director of sports at Rede Globo, and coach Bernardinho, two-time Olympic champion for the national team Brazilian men's volleyball team is also part of the Final Level Revolution.

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 Planet's website: <https://planetventuresinc.com/>

ON BEHALF OF THE BOARD

"Zula Kropivnitski"
Zula Kropivnitski

Chief Financial Officer and Director

Peter Glancy, CEO of 1st11
Peter@1st11.co

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 24st day of February, 2021.

(Signed) Zula Kropivnitski

Zula Kropivnitski
Chief Financial Officer/Director