

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 April 6, 2021.

Item 3. News Release

News Release dated April 6, 2021 was disseminated and filed on SEDAR on April 6, 2021.

Item 4. Summary of Material Change

Planet Venture’s UK gaming entertainment Company, 1st 11, welcomes Brazillian soccer start Arthur Melo as Investor and First Global Ambassador.

Item 5. Full Description of Material Change

VANCOUVER, British Columbia – April 6, 2021, - Planet Ventures Inc. (TSX-V: PXI; OTC: PNXP; FSE: P6U) (“Planet” or the “Company”) is pleased to announce that it’s UK-based gaming entertainment company, 1st11, has secured Brazilian international and Juventus soccer star Arthur Melo as its Global Ambassador.

1st11 delivers interactive gaming experiences working in collaboration with leading talent from the world of gaming, pro sports and esports. Facilitated by advanced proprietary mobile technology, fans can join in the action and play alongside their heroes in specially created formats across a wide range of the world’s most popular gaming titles.

1st11’s mission is to make competitive gaming more fun, inclusive, entertaining and scalable. Via a simple to use consumer app, casual gamers and esports enthusiasts alike will be able to seamlessly jump into a range of fun and exclusive formats designed in collaboration with world class talent. In doing so, fans can earn rewards and XP not just for winning but also for playing, sharing and engaging. A comprehensive rewards system enables users to redeem limited edition digital products, merchandise and exclusive one-of-a-kind experiences.

Arthur Melo comments: “I love 1st11’s vision. Its unique approach to enhancing the fan experience by bringing together gaming creators and sports stars into interactive formats is

cool and unique. It brings gaming entertainment to the next level, allowing the real and the virtual worlds to collide in new and often unexpected ways.”

Leading the company’s brand positioning and design is Alexandre Gama, founder of Inovnation and former Global Chief Creative Officer of BBH. 1st11’s platform, unique in its inclusive ‘Fun Comes 1st’ approach, consists of three key components.

First is a consumer facing app, which is a fan’s passport to access exclusive experiences, challenges, benefits and rewards.

Second is a proprietary talent management platform, ‘1st11 Creators’. The talent facing app provides tools to creators and enables 1st11 to design gaming challenges collaborating with over 500 athletes at launch. ‘1st11 Creators’ also provides brand and rights holders with advanced analytics, reporting and full-service gaming solutions.

Third is a mobile optimised mobile web destination, 1st11fun.com which editorialises, supports and promotes exclusive content and challenges available within the app.

As part of the company’s continuing growth strategy, 1st11 has made a strategic investment into Latin America’s leading gaming entertainment business Final Level. Latin America is the fastest growing gaming market behind China & the USA and this investment provides a solid partnership delivering access to the most prolific creators and esports teams in the region.

The gaming industry has exploded with over 2.7 billion globally are now gamers. According to Forbes, the value of the video game industry will reach over \$300 billion by 2025.

Christopher Glancy, 1st 11’s Head of Product explains: “As growth in the gaming and esports sectors has become a global phenomenon, it is attracting superstar athletes with a passion for sharing experiences with an engaged audience of millions. Signing a culturally relevant icon such as Arthur Melo who has over 5 million followers on Instagram is very exciting. I look forward to working closely with him and the wider team to deliver a world class product for fans.”

Coming soon via the Apple App Store and Google Play, 1st11 will also launch a custom-built talent management platform 1st11 Creators. This will make it easy for 1st11 talent and rights holders to support proprietary formats. The platform centrally coordinates and assists influencer management while 1st11’s tech stack fully supports brands and rights holder partners to deliver scalable gaming experiences.

Flavio Maria, 1st11 COO adds: “The world of gaming presents diverse and largely untapped opportunities for brands and rights holders to engage with consumers. There are already over 500 professional athletes signed to 1st11’s Creator Network, with Arthur Melo joining our line-up of star-studded talent as the first in a series of global ambassadors. We look forward to welcoming brands and partners seeking an easier way to engage in scalable gaming activations”.

About Planet Ventures Inc.

Planet Ventures Inc. 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 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 6th day of April, 2021.

(Signed) Zula Kropivnitski

Zula Kropivnitski
Chief Financial Officer/Director