

**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 May 2, 2022

**Item 3. News Release**

News Release dated May 2, 2022 was disseminated and filed on SEDAR on May 2, 2022.

**Item 4. Summary of Material Change**

Planet Ventures subsidiary, 1<sup>st</sup> Eleven Limited, announces the addition of the ECL creator network to 1<sup>st</sup>11 – a wholly inclusive network with over 100 female game creators.

**Item 5. Full Description of Material Change**

**VANCOUVER, British Columbia – May 2, 2022, - Planet Ventures Inc. (TSX-V: PXI; OTC: PNXP; FSE: P6U) (“Planet” or the “Company”)** is pleased to announce that 1<sup>st</sup> Eleven Limited (“1<sup>st</sup>11”), a wholly owned subsidiary of the Company, has reached an agreement with ECL Gaming (“ECL”) whereby ECL will be joining 1<sup>st</sup>11’s Creator Network.

ECL is a leading esports organisation focused on creating a positive impact, equity and inclusion for women in the gaming industry. ECL is based in the United Kingdom and has over one hundred of the most popular and engaging female gaming creators, esports and YouTube talent. ECL will use 1<sup>st</sup>11’s Challenge App to create fun interactive challenges and rewards, as well as to support 1<sup>st</sup>11’s proprietary formats and experiences focused on fun challenges, rewards and experiences.

1<sup>st</sup>11 is an entertainment and technology business that is ‘The Home Of Challenges’ which offers fans, gaming creators and communities tools to be able to easily create and share fun accessible challenges where fans can play to earn exclusive experiences, NFT rewards and more. 1<sup>st</sup>11 also helps brand partners activate within the gaming space with scalable interactive programming and gaming formats that feature a growing network of the world’s most popular sports stars, influencers and esports talent.

Via 1<sup>st</sup>11's mobile 'Challenge App' fans can easily play alongside or against their heroes and favourite creators across a wide range of AAA titles and blockchain games. ECL will also feature in 1<sup>st</sup>11's flagship football and gaming crossover format alongside a number of 1<sup>st</sup>11 Ambassadors including international soccer star Arthur Melo (Juventus & Brazil). ECL's female gaming talent will take part in the format's hero challenges and promote and support unique experiences supported by 1<sup>st</sup>11's technology where fans can join in the fun seamlessly.

**Chris Glancy, Chief Product Officer 1<sup>st</sup>11, stated *"1<sup>st</sup>11 is focused on promoting diversity, equity and inclusion within the gaming community. Our purpose is to design gaming challenges and experiences that are fun, entertaining and positive. There are over a billion girls that play video games<sup>1</sup>, ECL has an incredible roster of talent and we look forward to collaborating to make an impact together."***

The new strategic partnership will see all ECL's talent roster incorporated into the 1<sup>st</sup>11 Creator Network. The 1<sup>st</sup>11 Creator Network is a mobile talent management and influencer marketplace custom built to provide best in class analytics, measurement and full service support for scalable gaming activations by brands and rightsholders. The 1<sup>st</sup>11 Creator Network is designed to blend seamlessly with 1<sup>st</sup>11's consumer facing 'Challenge App' where casual gamers can discover, take part in and create challenges whilst simultaneously earning, winning rewards and/or purchasing products.

Planet would also like to announce the appointment of Craig Loverock to the Board of Directors. Mr. Loverock is a licensed CPA, CA. He has over 25 years' experience in accounting and finance roles in Canada, the United States and England. Mr. Loverock has been the Chief Financial Officer and Corporate Secretary at Contagious Gaming Inc. (TSXV:CNS) since November 30, 2015, and currently serves as the Chief Financial Officer of Sproutly Canada, Inc. (CSE:SPR). He also currently serves on the Board and as the Chair of the Audit Committee for Worksport Inc. (NASDAQ:WKSP). Mr. Loverock is also on the Board of 1<sup>st</sup>11.

## **1<sup>st</sup>11 Entertainment**

1<sup>st</sup>11 is a gaming, influencer and technology business focused on designing fun, scalable and accessible formats across gaming and the metaverse in collaboration with authentic and credible creators and sports talent. The business is based in the United Kingdom with hubs in Sao Paulo and Buenos Aires. 1<sup>st</sup>11's mobile talent management platform '1<sup>st</sup>11Creators' is home to hundreds of gaming creators, esports talent and pro athletes including the likes of soccer star Arthur Melo (Brazil, Juventus F.C). 1<sup>st</sup>11 also partners with Final Level, which is one of the biggest gaming/ content groups in Latin America with 60 million+ subscribers and over half a billion views per month. In Europe 1<sup>st</sup>11 is also working with the most popular FIFA 21 community of Facebook Gaming, SAF Global Gaming. For more information about 1<sup>st</sup>11, please visit 1<sup>st</sup>11's website: <https://1st11fun.com/>.

## **About ECL Gaming**

[ECL](#) is the home of women's esports. ECL's vision is to help promote more diversity and inclusivity in the gaming industry and ECL aims to deliver industry leading content and experiences to engage consumers across the globe. A brand driven by diversity, ECL's

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<sup>1</sup> Source: [www.statista.com](http://www.statista.com)

priority is to ensure that ALL gamers feel included, irrespective of age, gender, ethnicity, or social status. With an expected audience of 307 million people in 2022, esports is one of the fastest growing industries, however, despite gaming's rise into the largest form of mass media entertainment there is still not enough representation for women in the gaming community.<sup>2</sup> ECL's goal is to help promote more diversity and equality by empowering women to grow within the gaming community. For more information about ECL, please visit ECL's website: <https://eclentertainment.gg/>.

### **About Planet**

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/>.

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<sup>2</sup> Source "Newzoo" expect growth to continue with 8.7% year-on-year growth, ending the year 2021 with 240.0 million occasional viewers and 234.0 million eSports enthusiasts, a total eSports audience of 474.0 million.

### **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.

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Zula Kropivnitski  
Chief Financial Officer/ Director  
Telephone: 604-681-0084.

**Item 9.      Date of Report**

DATED at Vancouver, British Columbia, this 2<sup>nd</sup> day of May, 2022

*(Signed) Zula Kropivnitski*

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Zula Kropivnitski  
Chief Financial Officer/Director