

**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

**Item 2. Date of Material Change**

February 21, 2024

**Item 3. News Release**

A news release dated February 21, 2024 was disseminated and filed on SEDAR.

**Item 4. Summary of Material Change**

The Company announced it has closed its non-brokered private placement of 100,000,000 common shares at \$0.02 per common share for gross proceeds of \$2,000,000.

**Item 5.1 Full Description of Material Change**

The Company has closed its non-brokered private placement of 100,000,000 common shares in the capital of the Company (each, a “**Share**”) at a price of \$0.02 per Share, for aggregate gross proceeds of \$2,000,000 (the “**Offering**”).

Proceeds from the Offering will be used for funding the Company’s continued investment objectives and initiatives and for general working capital purposes. All securities issued in connection with the Offering are subject to a statutory hold period of four (4) months and one (1) day from the date of issuance. No finder’s fees were paid in connection with the Offering.

The subscribers in the Offering included a director and two (2) officers of the Company (the “**Insiders**”) who subscribed for an aggregate of 40,250,000 Shares. The issuance of Shares to the Insiders constitutes a “related party transaction” as defined in Multilateral Instrument 61-101 - Protection of Minority Securityholders in Special Transactions (“MI 61-101”). The Company is relying on the exemption from valuation requirement and minority approval pursuant to subsection 5.5(a) and 5.7(a) of MI 61-101, respectively, for the insider participation in the Offering, as the Shares do not represent more than 25% of the Company’s market capitalization, as determined in accordance with MI 61-101.

The securities of the Company referred to in this press release have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any state securities laws. Accordingly, the securities of the Company may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from the

registration requirements of the U.S. Securities Act and applicable state securities laws. This press release does not constitute an offer to sell or a solicitation of any offer to buy any securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7. Omitted Information**

No information was omitted.

**Item 8. Executive Officers**

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Etienne Moshevich  
Chief Executive Officer  
Telephone: (604) 681-0084

**Item 9. Date of Report**

February 29, 2024