

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

July 31, 2024

Item 3. News Release

An early warning news release dated July 31, 2024 was disseminated and filed on SEDAR+.

Item 4. Summary of Material Change

An early warning report (the “**Early Warning Report**”) was filed by the Company pursuant to the requirements of National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues* (“**NI 62-103**”) and National Instrument 62-104 – *Take-Over Bids and Issuer Bids* (“**NI 62-104**”) pursuant to a series of recent dispositions (the “**Dispositions**”) of common shares (“**Shares**”) of Tisdale Clean Energy Corp. (“**Tisdale**”).

Item 5.1 Full Description of Material Change

An Early Warning Report was filed by the Company pursuant to the requirements of NI 62-103 and NI 62-104 pursuant to a series of Dispositions of Shares of Tisdale.

Tisdale is a corporation with its head office located at 885 West Georgia Street, Suite 2200, Vancouver, British Columbia, V6C 3E8.

Between April 23, 2024, and July 25, 2024, the Company disposed of an aggregate of 951,111 Shares through the facilities of the Canadian Securities Exchange (the “**CSE**”), as further detailed in the table below:

Date	No. of Shares Disposed	Price per Share	Aggregate Proceeds
April 23, 2024	15,000	\$0.120	\$1,800.00
April 23, 2024	75,000	\$0.120	\$9,000.00
April 25, 2024	100,000	\$0.100	\$10,000.00
April 26, 2024	65,000	\$0.095	\$6,175.00
April 26, 2024	135,000	\$0.090	\$12,150.00
May 1, 2024	21,111	\$0.105	\$2,216.66
July 4, 2024	200,000	\$0.100	\$20,000.00
July 17, 2024	33,000	\$0.100	\$3,300.00
July 18, 2024	1,000	\$0.100	\$100.00

Date	No. of Shares Disposed	Price per Share	Aggregate Proceeds
July 19, 2024	2,000	\$0.100	\$200.00
July 22, 2024	2,000	\$0.100	\$200.00
July 23, 2024	2,000	\$0.100	\$200.00
July 25, 2024	71,000	\$0.085	\$6,035.00
July 25, 2024	229,000	\$0.080	\$18,320.00
TOTAL	951,111		\$89,696.66

The Dispositions, in conjunction with recent events of Tisdale, including but not limited to equity issuances, represents a percentage decrease of approximately 3.93% on an undiluted basis and 14.16% on a partially diluted basis when compared to the disclosure in the Company’s previously filed early warning report dated February 1, 2024.

Immediately prior to the Dispositions, the Company held 3,888,889 Shares, 2,777,778 Share purchase warrants (the “**February Warrants**”) and 1,111,111 Share purchase warrants (the “**December Warrants**”) and together with the February Warrants, the “**Warrants**”), representing approximately 13.25% of the issued and outstanding Shares on an undiluted basis and 26.50% on a partially diluted basis (based on an aggregate of 29,355,578 Shares issued and outstanding). Each February Warrant enables the Company to acquire one Share at an exercise price of \$0.30, for a period expiring on February 1, 2026. Each December Warrant enables the Company to acquire one Share at an exercise price of \$0.30, for a period expiring on December 22, 2025.

Upon completion of the Dispositions, the Company now holds 2,937,778 Shares and an aggregate of 3,888,889 Warrants, representing approximately 9.32% of the issued and outstanding Shares on an undiluted basis and 12.33% of the issued and outstanding Shares on a partially diluted basis (based on an aggregate of 31,535,078 Shares issued and outstanding).

The Company disposed of the Shares in the ordinary course of business and for investment purposes. In pursuing such purposes, the Company reserves to formulate other plans or make other proposals and take such actions deemed necessary with respect to its investment in Tisdale. Depending on market conditions and other factors, the Company may, from time to time, increase or decrease its beneficial ownership of the securities of Tisdale as deemed appropriate.

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

August 2, 2024

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This material change report contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section of the Company's most recently filed management's discussion and analysis.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this material change report speak only as of the date hereof or as of the date specified in such statement. Readers are cautioned that the forward-looking statements above do not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this material change report.

All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.