

**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**

January 3, 2025

**Item 3. News Release**

A news release dated January 3, 2025 was disseminated and filed on SEDAR.

**Item 4. Summary of Material Change**

Planet Ventures Inc. new Omnibus Plan receives shareholder approval.

**Item 5 Full Description of Material Change**

**January 3, 2025 – VANCOUVER, BRITISH COLUMBIA – Planet Ventures Inc. (CSE: PXI)** (the “**Company**” or “**Planet Ventures**”) announces that the Company’s new Omnibus Incentive Plan received shareholder approval at the Company’s December 20, 2024 annual general meeting (the “**Omnibus Plan**”).

The Omnibus Plan was created to comply with the requirements of Canadian Securities Exchange policy governing security-based compensation. The Company may grant stock options (“**Options**”) and restricted share units (“**Restricted Share Units**”) to the Company’s directors, officers, employees, and consultants, and in accordance with the rules of the Canadian Securities Exchange, shareholders also approved the reservation for issuance thereunder of all unallocated Options and Restricted Share Units and to re-approve the Omnibus Incentive Plan no later than December 20, 2027, which is the date that is three years from the date of the shareholder meeting at which approval was being sought.

The Omnibus Plan replaces supersedes, replaces and is in substitution for the Company’s 10% rolling Share Option Plan dated for reference November 10, 2022, and amended on November 23, 2023, and the Company’s 10% fixed Restricted Share Unit Plan dated for reference November 26, 2020, as amended on November 10, 2022 (collectively the “**Old Plans**”). Any stock options or restricted share units outstanding under the Old Plans shall be amended such that they are governed by the terms of the Omnibus Incentive Plan. All future grants of equity-based Awards will be made pursuant to, or as otherwise permitted by, the Omnibus Plan.

A complete copy of the Omnibus Plan has been SEDAR+ filed and is available for viewing under the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

### **About the Company**

Planet Ventures is an investment issuer listed on the Canadian Securities Exchange that is focused on investing in disruptive companies and industries that have high growth potential. Planet Ventures' 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 Ventures' website: <https://planetventuresinc.com/>.

### **ON BEHALF OF THE COMPANY**

*"Etienne Moshevich"*

Etienne Moshevich  
Chief Executive Officer

### **FOR FURTHER INFORMATION, PLEASE CONTACT**

PLANET VENTURES INC.  
Tel: (604) 681-0084  
Email: [info@planetventuresinc.com](mailto:info@planetventuresinc.com)

**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**

January 3, 2025