

FORM 51-102F3

**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

Plank Ventures Ltd. (the “Company” or “Plank”)  
Suite 1080 – 789 W. Pender Street, Vancouver, BC V6C 1H2

**Item 2. Date of Material Change**

April 5, 2021

**Item 3. News Release**

The new release was sent for dissemination to Stockwatch and Baystreet on April 5, 2021 and was filed under the Company’s profile on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4. Summary of Material Change**

Plank announced investment in Shop and Shout Ltd., a private placement financing and closing of the first tranche of the private placement financing.

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

**Item 5.1 Full Description of Material Change**

In its news release dated April 5, 2021, the Company announced that on March 5, 2021, it has subscribed to 117,647 common shares of Shop and Shout Ltd., a Vancouver-based technology company doing business as Creator ([www.creator.co](http://www.creator.co)) by way of participating in the non-brokered private placement financing arranged by Shop and Shout Ltd., at a price of \$0.85 per common share the total consideration of \$99,999.95 (the “Investment”). Shop and Shout issued its common shares to Plank on March 17th, 2021. Plank owns 1.1% of the issued and outstanding common shares of Creator.

Creator is an ecosystem built to automate and scale Influencer campaigns for brands, while providing a home for micro-Influencers to grow. Creator currently holds the world’s largest community of registered micro Influencers with over 75,000, and growing at over 1000 per week. With this many new micro Influencer joining, they’ve become a destination for SME’s to drive cost-effective Influencer campaigns. Creator is about to roll out a new affiliate network in Q2, which will empower more brands and creators to profit from joining the site. For more information go to (<https://creator.co/>).

Plank further announced a private placement of up to 7,500,000 units for the total proceeds of up to \$2,250,000 (the “Private Placement”) through the issuance of units priced at \$0.30 per unit (the “Units” or “Unit”). Each Unit consists of one (1) common share in the capital of Plank and one-half of one non-transferable share purchase warrant (a “Warrant”). Each whole Warrant entitles its holder to purchase one common share in the capital of the Company at a price of \$0.35 for a period of twenty-four (24) months following the issuance date.

On April 5, 2021, Plank closed the first tranche of the Private Placement and issued 1,180,000 Units for the total consideration of \$354,000. The proceeds from the Offering will be used for working capital and general corporate purposes, as applicable. All securities issued pursuant to the Private Placement are subject to a statutory hold period of four months plus one day from the date of issuance, in accordance with the applicable securities legislation.

Phoenix Ventures Inc., a company controlled by Laurie Baggio, CEO and Director of the Company, has purchased 340,000 Units, and Code Consulting Limited, a company controlled by Lance Tracey, who is a "Control Person" of the Company as defined under the securities laws, has purchased 840,000 Units. Messrs. Baggio and Tracey's indirect participation in the private placement through Phoenix Ventures Inc. and Code Consulting Limited, respectively, is a "related party transaction" within the meaning of Multilateral Instrument 61-101 ("MI 61-101"). The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in Sections 5.5(c) (Distribution of Securities for Cash) and 5.7(1)(b) (Fair Market Value Not More Than \$2,500,000) of MI 61-101 in respect of such participation. The securities were distributed for cash, there is no undisclosed material information by the Company, the fair market value of the securities does not exceed \$2,500,000, the Company has at least one independent director and all independent directors of the Company approved the issuance of securities. Phoenix Ventures Inc. acquired a total of 340,000 common shares and 170,000 common share purchase warrants. Code Consulting Limited acquired a total of 840,000 common shares and 420,000 common share purchase warrants. Messrs. Baggio and Tracey indirectly control 1,720,104 (14.44%) and 7,236,058 (60.74%) voting common shares of the Company, respectively.

**Item 5.2**      **Disclosure for Restructuring Transactions**

Not Applicable

**Item 6.**      **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7.**      **Omitted Information**

The undersigned is aware of no information of a material nature that has been omitted.

**Item 8.**      **Executive Officer**

Mr. Laurie Baggio, President, CEO & Director of the Company, is knowledgeable about the material change and this report. He can be contacted at (604) 805-7498.

**Item 9.**      **Date of Report**

Dated May 4, 2021 at Vancouver, British Columbia