

This Offering Document (the “Offering Document”) constitutes an offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities and to those persons to whom they may be lawfully offered for sale. This Offering Document is not, and under no circumstances is to be construed as a prospectus or advertisement or a public offering of these securities.

OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

January 7, 2026

PLANET VENTURES INC.
(the “Issuer”, “Planet Ventures or “we”)

SUBSCRIPTION PRICE: \$0.05 PER SHARE

PART 1 – SUMMARY OF THE OFFERING

What are we offering?

Offering:	The Issuer is hereby offering for sale to eligible investors common shares in the capital of the Issuer (each a “ Share ”) pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 <i>Prospectus Exemptions</i> (“ NI 45-106 ”) as amended by Coordinated Blanket Order 45-935 – <i>Exemptions from Certain Conditions of the Listed Issuer Financing Exemption</i> (the “ Order ”).
Offering Price:	\$0.05 per Share.
Offering Amount:	Up to 100,000,000 Shares (the “ Offering ”) for gross proceeds of up to \$5,000,000.
Closing Date:	The Offering is expected to close in one or more closings, with the initial closing expected to occur on or about January 30, 2026, or such earlier or later date that the Issuer may determine.
Exchange:	The Shares of the Issuer are listed on the Canadian Securities Exchange (the “ CSE ”), under the symbol “ PXI ”.
Last Closing Price:	The closing price of the Shares on the CSE on January 6, 2026 was \$.05.
Description of Shares:	The holders of Shares are entitled to: (i) receive dividends as and when declared by the board of directors of the Issuer, out of the moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine; (ii) in the event of the dissolution, liquidation or winding-up of the Issuer, whether voluntary or involuntary, or any other distribution of the assets of the Issuer among its shareholders for the purpose of winding-up its affairs, receive the remaining property and assets of the Issuer; and (iii) receive notice of and to attend all meeting of the shareholders of the Issuer and to have one vote for each Share held at all meetings of the shareholders of the Issuer, except for meeting at which only holders of another specified class or series of shares of the Issuer are entitled to vote separately as a class or series.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This Offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

The Shares 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 U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, any U.S. person or any person in the United States, absent an exemption from the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws.

All references in this Offering Document to "dollars" or "\$" are to Canadian dollars, unless otherwise stated.

General Information

The Issuer is conducting a listed issuer financing under section 5A.2 of NI 45-106. In connection with this offering, the Issuer represents the following is true:

- The Issuer has active operations and its principal asset is not cash, cash equivalents or its exchange listing;
- The Issuer has filed all periodic and timely disclosure documents that it is required to have filed;
- The Issuer is relying on the exemptions in the Order and is qualified to distribute securities in reliance on the exemptions included in the Order;
- The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this Offering Document, will not exceed \$25,000,000;
- The Issuer will not close this Offering unless the Issuer reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution; and
- The Issuer will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Issuer seeks security holder approval.

Cautionary Note Regarding Forward-Looking Statements

This Offering Document contains forward-looking statements within the meaning of applicable securities legislation. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "will", "proposes", "expects", "estimates", "intends", "anticipates" or "believes", or variations (including negative and grammatical variations) of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. All statements, other than statements of historical fact, that address activities, events or developments that the Issuer

believes, expects or anticipates will or may occur in the future (including, without limitation, statements regarding any objectives and strategies of the Issuer) are forward-looking statements. Examples of such forward-looking statements in this Offering Document include the Issuer's business objectives, and the related proceeding significant events and costs, as well as the use of available funds. These forward-looking statements reflect the current expectations, assumptions or beliefs of the Issuer based on information currently available to the Issuer. Forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the Issuer's actual results, performance or developments to be materially different from any future results, performance or developments expressed or implied by the forward-looking statements, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Issuer. In making the forward-looking statements included in this Offering Document, the Issuer has made various material assumptions, including but not limited to:

- investee companies obtaining and maintaining, as applicable, the necessary regulatory approvals;
- general business and economic conditions;
- the Issuer's ability to successfully execute its plans and intentions;
- the availability of financing on reasonable terms;
- the Issuer's and the investee companies' ability to attract and retain skilled management and staff, as applicable;
- market competition;
- the market for and potential revenues to be derived from the investee companies' products; and
- the costs, timing and future plans concerning operations of the Issuer and/or its investee companies will be consistent with current expectations.

There can be no assurance that forward-looking statements will prove to be accurate, as actual results, performance or developments could differ materially from those anticipated in such statements. Although the Issuer believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein. The factors identified above are not intended to represent a complete list of the factors that could affect the Issuer.

An investment in the securities of the Issuer is speculative and subject to risks and uncertainties, and these risks and uncertainties may impact the factors and assumptions identified above, as well as the forward looking information contained in this Offering Document, including as it relates to anticipated use of funds and the Issuer's business objectives. The occurrence of any one or more of these risks or uncertainties could have a material adverse effect on the value of any investment in the Issuer and the business, prospects, financial position, financial condition or results of operations of the Issuer. Additional risks and uncertainties not presently known to the Issuer or that the Issuer currently deems immaterial may also impair the Issuer's business operations.

Prospective investors should carefully consider all information contained in this Offering Document including information contained in the section entitled "Cautionary Note Regarding Forward-Looking Statements", before deciding to purchase the Shares. Additionally, purchasers should consider the risk factors set forth below and if purchasers would like additional information related to such risks, the Issuer recommends they review the risk factors set out in the Issuer's other public filings made by the Issuer with Canadian securities regulatory authorities, available on the Issuer's profile on SEDAR+ at www.sedarplus.ca.

Risks which may impact the forward looking information contained in this Offering Document include the following:

- there is no guarantee that an investment in the securities described herein will provide any positive return in the short term or long term;
- volatility in the Shares price may subject us to securities litigation;
- we have broad discretion in the use of the net proceeds from this offering and may not use them effectively;
- future sales may affect the market price of the Shares;
- the Issuer has negative cash flows from operations;
- conflicts of interest may arise between the Issuer and its directors and management;
- the market price of the Shares may be adversely affect by stock market volatility;
- there may not be an active or liquid market for the Shares;
- the Issuer does not anticipate paying cash dividends on the Shares in the foreseeable future;
- future sales or issuances of equity securities could dilute the current shareholders;
- future sales of Shares by existing shareholders could reduce the market price of the Shares;
- the Issuer has a history of losses and the Issuer cannot assure profitability;
- the investments to be made by the Issuer are speculative in nature and holders of Shares could experience a loss of all or substantially all of their investment in the Issuer;
- the Issuer will require additional capital, which may not be available to it when required on attractive terms, or at all;
- the Issuer is largely dependent upon its board and management for its success;
- the market for investment opportunities is highly competitive and such competition may curtail the Issuer's ability to follow its investment policy;
- conflicts of interest may arise between the Issuer and its directors and management;
- the realization of returns from the Issuer's investment activities is a long-term proposition;
- the Issuer's investments may be illiquid and difficult to value, and the Issuer may not be able to exit the investment on its intended timetable;
- the Issuer may hold a limited number of investments at any one time and potentially suffer from a lack of diversification;
- financial market fluctuations may have a material adverse effect on the Issuer's investments in both private and public companies;
- holding control or exercising significant influence over an investment exposes the Issuer to additional risk;
- in its investment investigation activities, the Issuer may acquire material, non-public information that may limit its investment actions;
- taking minority positions in investments may limit the ability of the Issuer to safeguard its investments;
- the Issuer may be called upon to make follow-on investments in an existing investment and the Issuer's failure to participate may have a negative adverse effect on the existing investment;
- the Issuer may make bridge financings from time to time, which if not converted as intended may expose the Issuer to unintended risk;
- the Issuer has made and may continue to make investments in private businesses, including foreign private businesses, where information is unreliable or unavailable; and
- the Issuer's investee companies may strongly depend on the business and technical expertise of their management teams.

PART 2 – SUMMARY DESCRIPTION OF BUSINESS

What Is Our Business?

The Issuer is an investment issuer primarily focused on investments in disruptive technologies, gaming, energy, quantum and artificial intelligence. The Issuer's investments may include the acquisition of equity, debt or other securities of publicly traded or private companies or other entities, financing in exchange for pre-determined royalties or distributions and the acquisition of all or part of one or more businesses, portfolios or other assets, in each case that the Issuer believes will enhance value for the shareholders of the Issuer in the long term.

Recent Developments

The following is a brief summary of the recent developments involving or affecting the Issuer:

- On October 8, 2025, the Issuer announced its strategic investment in SuperQ Quantum Computing Inc., reinforcing a joint mission to accelerate the evolution of quantum computing and capture early market leadership in this transformative industry;
- On October 2, 2025, the Issuer announced its intention for the renewal of its normal course issuer bid (the "**Renewed NCIB**") through the facilities of the CSE. Under the Renewed NCIB, a total of up to 10,206,333 Shares in the capital of the Issuer, representing 5% of the issued and outstanding Shares of the Issuer, may be purchased through the facilities of the CSE;
- On August 19, 2025, the Issuer announced that it has closed its previously announced convertible debenture financing for total gross proceeds of \$6,400,000. The debentures bear an interest rate of 12% per annum, and mature 24 months from the date of issuance. At any time during the term prior to maturity, the principal amount of the debentures is convertible into Shares at a conversion price of \$0.50 per Share;
- Between June 27, 2025 and July 22, 2025, the Issuer acquired an aggregate of 28.88613453 Bitcoin for an aggregate acquisition cost of \$4,500,000, funded from its existing cash reserves; and
- On June 26, 2025, the Issuer announced its intention to strategically allocate up to US\$5,000,000 into Bitcoin, the world's preeminent decentralized digital asset.

Material Facts

There are no material facts about the Issuer and the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Issuer in the 12 months preceding the date of this offering document.

What are the business objectives that we expect to accomplish using the available funds?

The Issuer intends to use the available funds to seek out new investment opportunities in accordance with its investment strategy and for general and working capital purposes. While the Issuer is looking to make additional investments within the next 12 months, such timing cannot be ascertained. The timing of any particular investment depends upon when such opportunities are identified, the amount of any due

diligence the Issuer must undertake and the time it takes to work towards completing such investment opportunity.

PART 3 – USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the Offering?

		Assuming 100% of the Offering
A	Amounts to be raised by the Offering	\$5,000,000
B	Selling commissions and fees	\$350,000
C	Estimated Offering costs (e.g., legal, accounting, audit)	\$30,000
D	Net proceeds of Offering: $D = A - (B+C)$	\$4,620,000
E	Working capital as at December 31, 2025	\$20,243,750
F	Additional sources of funding	Nil
G	Total available funds: $G = D+E+F$	\$24,863,750

How will we use the available funds?

The Issuer intends to use the available funds as follows:

Description of intended use of available funds listed in order of priority	Assuming 100% of the Offering
Investment Opportunities	\$18,836,174
General corporate purposes	\$6,027,576
Total:	\$24,863,750

The above noted allocation of capital and anticipated timing represents the Issuer's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. Although the Issuer intends to expend the proceeds from the Offering and its available funds as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Issuer's ability to execute on its business plan.

The most recent audited annual financial statements and unaudited interim financial statements of the Issuer included a going concern note. Management is aware, in making its going concern assessment, of recurring losses, on-going negative cash flow and an ongoing dependence on financing activities that may cast significant doubt on the Issuer's ability to continue as a going concern. The Issuer's continued existence is dependent upon the profitability of its investments, its ability to dispose of its investments at a profit and its ability to make additional investments. The Offering is intended to permit the Issuer to continue to seek out additional investment opportunities and fund its management costs and is not expected to affect the decision to include a going concern note in the next financial statements of the

Issuer. The available funds will not be paid to an insider, associate, or affiliate of the Issuer, except for normal course salaries or consulting fees that are currently or may be paid by the Issuer to its officers and/or director

How have we used the other funds we have raised in the past 12 months?

The Issuer has used the funds it has raised over the past 12 months as follows:

Previous Financing	Intended Use of Funds	Actual Use of Proceeds	Variance and Impact on Business Objectives and Milestones
Convertible debenture offering for aggregate principal of \$6,400,000, closed on August 19, 2025.	To further enhance the Issuer's Bitcoin treasury strategy and for general corporate and working capital purposes	100% of the proceeds from the Issuer's August 19, 2025 convertible debenture offering were used for investments outside of Bitcoin, more specifically in the mining, energy and technology space as well as general working capital purposes.	Planet's board and management team decided it was more prudent to use the available funds raised from the August 19, 2025 convertible debenture to invest in various mining, energy and disruptive technology companies instead of using the funds to acquire additional Bitcoin.

PART 4 – FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

The Issuer may pay a cash fee of up to 7% of the gross proceeds of the Offering to certain eligible finders who introduce investors to the Issuer.

PART 5 – PURCHASERS' RIGHTS

Rights of action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right

- a) to rescind your purchase of these securities with the Issuer, or**

- b) to damages against the Issuer and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

PART 6 – ADDITIONAL INFORMATION

Where can you find more information about us?

You can access the Issuer's continuous disclosure under its profile at www.sedarplus.ca and at www.planetventuresinc.com.

PART 7 – DATE AND CERTIFICATE

Dated: January 7, 2026

This offering document, together with any document filed under Canadian securities legislation on or after January 7, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

"Etienne Moshevich"

Etienne Moshevich
Chief Executive Officer

"Brian Shin"

Brian Shin
Chief Financial Officer