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PLAYGROUND VENTURES ANNOUNCES COMPLETION OF LUDARE JV, THE PROPOSED ACQUISITION OF COUNTERVAIL GAMES INC. AND A FINANCING

Toronto, Ontario - June 10, 2021 - Playground Ventures Inc (the "**Company**") is pleased to announce that it has completed a joint venture with Ludare Games Group Inc ("**Ludare Games**") by acquiring a 40% interest in MotionPix Game Studio Inc ("**MotionPix**"). MotionPix is a Vancouver based company that has the exclusive rights to a mobile game project licensed with a major movie franchise. The mobile game is fully developed and scheduled for global launch in tandem with the most highly anticipated blockbuster movie release this year.

"We are looking forward to our journey with Playground Ventures towards commercialization of this high-profile mobile gaming asset and where future projects will take us." - Sam Chandola, Chairman of Motionpix

Sam is a serial entrepreneur who was previously the founder of V2 Games (acquired by Victory Square Technologies Inc.), Pepper Esports (acquired by TGS Esports Inc.), and Openspot Technologies (private acquisition). Sam serves as an adviser to several gaming start-ups and is a recipient of the 2014 BC Business Top 30 under 30 award, the RBC Top 75 Canadian Immigrant award, and the 2017 TMX Canada's Next 150 award. In 2021, he was also named as one of the Top 24 people of Asian Descent to Watch by the Vancouver Economic Commission.

As consideration for the Acquisition, the Company will issue 1,670,000 common shares in the capital of the Company (each, a "**Common Share**") to Ludare Games Group and make an investment in the amount of \$300,000 into the project. The Common Shares shall be subject to contractual resale restrictions providing that the Common Shares may not be sold, transferred, optioned, encumbered, pledged or hypothecated in any way, except as follows: (i) as to 25% on the date which is four months from the date of issuance; (ii) 25% on the date which is eight months from the date of issuance; (iii) as to 25% on the date which is twelve months from the date of issuance; and (iv) as to 25% on the date which is sixteen months from the date of issuance.

Acquisition of Countervail Games

Playground Ventures is also pleased to announce that it has entered a non-binding letter of intent (the "**LOI**") to acquire (the "**Countervail Acquisition**") all of the issuance and outstanding common shares in the capital of Countervail Games Ltd ("**Countervail**"). Countervail is a mobile game developer with a focus on generating an innovative user experience through a never seen before patent pending technology that integrates live video content with digital game play. This will be combined with an exclusive in-game advertising and brand sponsorship technology application. In partnership with a high-profile game developer in the action sports genre, Countervail has the exclusive rights to a mobile game project licensed with the largest online skateboarding community in the world. The mobile game is fully developed and scheduled for worldwide launch in tandem with the introduction of Skateboarding at the Tokyo 2021 Olympics in July 2021.



“This transaction is a significant step in the growth of the Company as the project is set to go live in the next 30 days. This will be Playground’s first worldwide release - with the momentum of the Skateboard segment building through the summer and the back half of 2021, this acquisition could not be better timed.

- Jon Gill, Chairman of Playground.

Pursuant to the LOI, the Company will acquire all the issued and outstanding common shares of Countervail in consideration of issuing to the shareholders of Countervail an aggregate of up to 18,000,000 common shares in the capital of the Company (the “**Consideration Shares**”). The Consideration Shares are subject to the following escrow provisions: as to 1/7 immediately upon closing of the Transaction (the “**Closing Date**”) with 1/7 additional Consideration Shares being released from escrow every six months following the Closing Date.

One of the shareholders of Countervail is beneficially owned and controlled by an insider of the Company. As a result, the Transaction constitutes a “related party transaction” as defined in Multilateral Instrument 61-101 – *Protection of Minority Securityholders in Special Transactions* (“**MI 61-101**”). Accordingly, pursuant to MI 61-101, the Countervail Acquisition is subject to the minority shareholder approval and the formal valuation requirements of MI 61-101. The Company has not received any valuations with respect to the Countervail Acquisition and is relying on the exemption from the valuation requirement set out in Section 5.5(b) of MI 61-101, due to the fact that that the Company is not listed on one of the specified markets set out in Section 5.5(b) of MI 61-101. At the Company’s upcoming annual and special shareholder meeting to be held on July 14, 2021, the Company will be seeking the approval of the disinterested shareholders to authorize the Countervail Acquisition. Pursuant to the minority shareholder approval requirements of MI 61-101, the votes attached to Common Shares held by the insider will be excluded from voting on the Countervail Acquisition. Based on information provided to the Company, votes attaching to an aggregate of 7,925,000 Common Shares, representing approximately 23.97% of the issued and outstanding Common Shares, will be excluded from voting on the Countervail Acquisition. Pursuant to MI 61-101, the resolution approving the Countervail Acquisition must be approved by a simple majority of affirmative votes cast by the shareholders, other than votes attaching to Common Shares held by the insider.

Private Placement

In addition, the Company is pleased to announce a non-brokered private placement financing for gross proceeds of up to \$3,500,000 through the issuance of up to 10,000,000 units (each, “**Unit**”) in the capital of the Company at a price of \$0.35 per Unit (the “**Private Placement**”). Each Unit is comprised of one Common Share and one half of one whole Common Share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant entitles the holder to acquire one Common Share at an exercise price of \$0.70 per Common Share until the date that is 18 months from the date of issuance. There may be insider participation, however, it will be under 50% if there is. The net proceeds will be used for general working capital purposes.

Closing of the Private Placement is subject to receipt of all necessary corporate and regulatory approvals, including the approval of Canadian Securities Exchange. All securities issued in connection with the Private Placement will be subject to a hold period of four months plus a day from the date of issuance and the resale rules of applicable securities legislation.



This press release does not constitute an offer to sell or a solicitation of an offer to buy the securities in the United States. The securities 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 and may not be offered or sold within the United States or to U.S. Persons as defined under applicable United States securities laws unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

The Company will continue to acquire and invest in the gaming industry, as it builds a portfolio of strategic assets to generate revenue and become recognized as a growing participant in the worldwide digital entertainment industry.

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Forward Looking Information

This news release contains certain "forward-looking information" within the meaning of applicable securities law. Forward looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate", "may", "will", "would", "potential", "proposed" and other similar words, or statements that certain events or conditions "may" or "will" occur. These statements are only predictions. Forward-looking information is based on the opinions and estimates of management at the date the information is provided, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. For a description of the risks and uncertainties facing the Company and its business and affairs, readers should refer to the Company's Management's Discussion and Analysis. The Company undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change, unless required by law. The reader is cautioned not to place undue reliance on forward-looking information.