

PLAYGROUND VENTURES INC.
217 Queen Street West, Suite 401
Toronto, ON M5V 0R2

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual meeting (the “**Meeting**”) of shareholders of **Playground Ventures Inc.** (the “**Company**”) will be held on **Thursday, July 22, 2021**, at the hour of 10:00 a.m. (Eastern time), at the office of Irwin Lowy LLP, 217 Queen Street West, Suite 401, Toronto, Ontario M5V 0R2 for the following purposes:

1. to receive and consider the audited financial statements of the Company for the years ended December 31, 2018, December 31, 2019 and December 31, 2020, and the reports of the auditor thereon;
2. to elect the directors of the Company;
3. to appoint the auditors of the Company and to authorize the directors to fix their remuneration;
4. to consider and, if deemed advisable, to pass, with or without variation, a resolution of the disinterested shareholders of the Company ratifying the issuance of certain common share purchase warrants of the Company;
5. to receive and, if considered advisable, to pass, with or without variation, a resolution of the disinterested shareholders of the Company approving the adoption by the Company of a restricted share unit compensation plan and any grants to be made thereunder;
6. to receive and, if considered advisable, to pass, with or without amendment, a resolution of the disinterested shareholders approving the proposed related party transaction between the Company and Countervail Games Ltd. (“**Countervail**”) pursuant to which the Company will acquire all of the issued and outstanding common shares of Countervail;
7. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his or her duly executed form of proxy with the Company's transfer agent and registrar, TSX Trust Company, at Suite 301, 100 Adelaide Street West, Toronto, Ontario M5H 4H1 not later than 10:00 a.m. (Eastern time) on Tuesday, July 20, 2021 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Company has by resolution fixed the close of business on Monday, June 7, 2021 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

COVID-19 GUIDANCE

In the context of the effort to mitigate potential risk to the health and safety associated with COVID-19 and in compliance with the orders and directives of the Government of Canada, the Province of Ontario and the City of Toronto, the shareholders are being discouraged from attending the Meeting in person. All shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out herein and in the accompanying management information circular dated June 22, 2021 of the Company.

The accompanying Management Information Circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual

meeting. Additional information about the Company and its financial statements are also available on the Company's profile at www.sedar.com.

DATED at Toronto, Ontario this 22nd day of June, 2021.

BY ORDER OF THE BOARD

“Jon Gill” (signed)
Executive Chairman