

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. **Name and Address of Company**

Playground Ventures Inc. (the “**Company**”)
217 Queen Street West, Suite 401
Toronto, Ontario M5V 0R2

2. **Date of Material Change**

June 29, 2021

3. **News Release**

A press release disclosing the material change was released on June 29, 2021, through the facilities of Newsfile Corp.

4. **Summary of Material Change**

The Company closed the first tranche of its non-brokered private placement financing for gross proceeds of \$1,728,374 through the issuance of 4,938,214 units in the capital of the Company (the “**Units**”) at a price of \$0.35 per Unit (the “**Private Placement**”).

5. **Full Description of Material Change**

The Company closed a non-brokered private placement financing for gross proceeds of \$1,728,374 through the issuance of 4,938,214 Units at a price of \$0.35 per Unit.

Each Unit is comprised of one common share in the capital of the Company (each, a “**Common Share**”) and one half of one whole Common Share purchase warrant (each, a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one Common Share at a price of CDN\$0.70 per Common Share for a period of eighteen (18) months from the date of issuance. Gross proceeds raised from the Private Placement will be used for general working corporate purposes. The securities issued upon closing of the Offering are subject to a hold period of four months plus a day from the date of issuance and the resale rules of applicable securities legislation.

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

The report is not being filed on a confidential basis.

7. **Omitted Information**

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer**

For further information, contact Jon Gill, Director of the Company at (416) 361-1913.

9. **Date of Report**

This report is dated at Toronto, this 8th day of July, 2021.

Cautionary Statement Regarding 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.