

**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

August 19, 2021

3. News Release

A press release disclosing the material change was released on August 19, 2021, through the facilities of Newsfile Corp.

4. Summary of Material Change

The Company closed the second tranche of its non-brokered private placement financing for gross proceeds of \$203,315.00 through the issuance of 580,900 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 \$203,315.00 through the issuance of 580,900 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 27th day of August, 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.