

EARLY WARNING REPORT
(Form 62-103F1)

Made Pursuant To
NATIONAL INSTRUMENT 62-103
The Early Warning System and Related Take-Over Bid and
Insider Reporting Issues

Item 1. – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Securities: Common Shares of Playground Ventures Inc.

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

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Canadian Securities Exchange

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

1201719 B.C. Ltd. (“BCCo”)
27th Floor, PO Box 49123
595 Burrard Street
Vancouver, BC V7X 1J2

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On October 1, 2021, the Company completed an acquisition of Countervail Games Ltd. (“Countervail”) pursuant to a share purchase agreement dated September 27, 2021 (the “Transaction”).

BCCo, a company controlled and beneficially owned by Emma Fairhurst (“Fairhurst”), acquired an aggregate of 12,000,000 common shares (each, a “Common Share”) in the capital of the Company (the “Acquisition”).

As a result, the Transaction constituted 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 Transaction was subject to the minority shareholder approval and the formal valuation requirements of MI 61-101. The Company had not received any valuations with respect to the Transaction and relied on the exemption from the valuation requirement set out in Section 5.5(b) of MI 61-101, due to the fact that the Company was not listed on one of the specified markets. At the Company’s annual and special shareholder meeting

held on July 14, 2021, the Company received the approval of the disinterested shareholders to authorize the Transaction. Pursuant to the minority shareholder approval requirements of MI 61-101, the votes attached to Common Shares held by Fairhurst were excluded from voting on the Transaction. 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, were excluded from voting on the Transaction. Pursuant to MI 61-101, the resolution approving the Transaction was approved by a simple majority of affirmative votes cast by the shareholders, other than votes attaching to common shares held by Fairhurst.

2.3 State the names of any joint actors.

Not applicable.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror’s securityholding percentage in the class of securities.

Prior to the completion of the Acquisition, Fairhurst beneficially owned and controlled, directly or indirectly, 7,925,000 Common Shares, 6,525,000 Warrants and 750,000 Options representing 20.11% on an undiluted basis and 32.56% on a partially diluted basis. Following the completion of the Acquisition, Fairhurst beneficially owns and controls, an aggregate of 19,925,000 Common Share 6,525,000 Warrants and 750,000 Options, representing approximately 35.96% of the Company’s issued and outstanding Common Shares on a undiluted basis and 43.39% of the Company’s issued and outstanding on a partially diluted basis.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

See item 2.2.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See item 3.1.

3.5 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

See item 3.1.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

- (c) **the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquirer or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement, including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

See items 2.2 and 3.1

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See item 3.1.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders;**
- (k) an action similar to any of those enumerated above.**

The securities noted above are held for investment purposes. Fairhurst has a long-term view of the investment and may acquire additional securities including on the open market or through private acquisitions or sell the securities including on the open market or through private dispositions in the future depending on market conditions, reformulation of plans and/or other relative factors. Fairhurst currently has no other plans or intentions that relate to, or would result in the matters listed in (a) to (k), above. Depending on market conditions, general economic and industry conditions, the Company's business and financial condition and/or other relevant factors, Fairhurst may develop such plans or intentions in the future.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment

power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

See Items 1.2 and 2.2.

Item 7 – Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

I, Emma Fairhurst, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: October 4, 2021

1201719 B.C. LTD.

Per: “Emma Fairhurst” (Signed)
Authorized Signatory