

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

1. **Name and Address of Company**

Playground Ventures Inc (the "**Company**")  
217 Queen Street West, Suite 401  
Toronto, ON M5V 0R2

2. **Date of Material Change**

February 1, 2022

3. **News Release**

A press release disclosing the material change was released on February 1, 2022 through the facilities of Newsfile Corp.

4. **Summary of Material Change**

The Company settled an aggregate of \$196,252.41 of indebtedness to certain creditors of the Company through the issuance of 1,308,349 common shares in the capital of the Company (the "**Common Shares**") at a price of \$0.15 per Common Share (the "**Debt Settlement**").

5. **Full Description of Material Change**

The Company settled an aggregate of \$196,252.41 of indebtedness to certain creditors of the Company through the issuance of 1,308,349 Common Share at a price of \$0.15 per Common Share. The Common Shares issued pursuant to the Debt Settlement are subject to a four-month hold period and completion of the transaction remains subject to final acceptance of the Canadian Securities Exchange.

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, Chairman of the Company at (416) 361-1913.

9. **Date of Report**

This report is dated at Toronto, this 14<sup>th</sup> day of February, 2022.

## **Forward Looking Statement**

*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.*