



# GAMELANCER MEDIA ANNOUNCES CLOSING OF FINAL TRANCHE OF NON- BROKERED PRIVATE PLACEMENT OF DEBENTURE UNITS

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NEWS PROVIDED BY: Gamelancer Media Corp.

[Gamelancer.com](http://Gamelancer.com)

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**Toronto, Ontario – November 24, 2022 – Gamelancer Media Corp. (CSE: GMNG) (OTCQB: GAMGF) (FRA:P93) (“Gamelancer” or the “Company”)** a media & entertainment company producing short-form video content for brands, is pleased to announce that it has closed the final tranche of its previously announced (see press releases dated [October 13](#) and [November 3](#), 2022) non-brokered private placement through the issuance of 439 debenture units (each, a “**Debenture Unit**”) at a price of \$1,000 per Debenture Unit for aggregate gross proceeds of \$439,000 (the “**Offering**”). Each Debenture Unit consists of \$1,000 principal amount of 12% secured debentures of the Company (each, a “**Debenture**”) and 100 common share purchase warrants of the Company (each, a “**Warrant**”). Each Warrant is exercisable into one common share of the Company (each, a “**Warrant Share**”) at an exercise price of CDN\$0.07 per Warrant Share for a period of 36 months from the closing of the Offering. The Debentures will mature on the date that is 60 months from the closing of the Offering (the “**Maturity Date**”) and bear interest at a rate of 12% per annum from the closing of the Offering, with the first 18 months of accrued interest payable on the Maturity Date. The Debentures are subject to redemption, in whole or in part, at the option of the Company at any time after the first (1<sup>st</sup>) anniversary of the closing of the Offering upon giving the holders not less than 30 and not more than 60 days’ prior written notice, at a price equal to the then outstanding principal amount of the Debentures plus all accrued and unpaid interest up to and including the redemption date.

The net proceeds of the Offering will be used for general working capital purposes.



“The Company has now made its second last payment of USD\$2,500,000 for the acquisition of Gamelancer, Inc., with one payment of USD\$2,500,000 remaining, due on April 14, 2023. Being able to close this round of non-dilutive financing given the current market climate is a testament to the strength of our shareholders and their confidence in the future of the Company. The Company did not wish to take on additional debt at this time, and will revisit financing options in 2023 should it be required to make the second payment.” - Jon Dwyer, Chairman & CEO, Gamelancer Media Corp.

In connection with the closing of the entire Offering, the Company paid certain eligible persons a cash commission of \$95,550 in the aggregate and issued a total of 745,707 broker warrants in the aggregate. Each broker warrant entitles the holder thereof to acquire one Common Share at an exercise price of \$0.07 per Common Share for a period of 36 months from the closing of the Offering.

All securities issued pursuant to the Offering are subject to a four-month hold period from the date of closing of the Offering.

The securities described herein have not been registered under the U.S. Securities Act of 1933, as amended (the “Act”), and may not be offered or sold in the United States unless registered under the Act or unless an exemption from registration is available.

The Offering constituted a “related party transaction” as defined in Multilateral Instrument 61-101 – *Protection of Minority Securityholders in Special Transactions* (“MI 61-101”), as insiders of the Company acquired an aggregate of 197 Debenture Units. The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(b) and 5.7(1)(b) of MI 61-101, as the Company is not listed on a specified market and the fair market value of the Debenture Units being issued to insiders in connection with the Offering does not exceed \$2,500,000, as determined in accordance with MI 61-101. The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the Offering, which the Company deems reasonable in the circumstances in order to complete the Offering in an expeditious manner. The Offering was approved by all independent directors of the Company.

In addition, the Company announces that it has granted an aggregate of 7,000,000 options to purchase common shares of the Company exercisable at a price of \$0.13 per common share for a period of three (3) years to certain consultants and service providers of the Company. The common shares issuable upon exercise of the options are subject to a four-month hold period from the original date of grant.

### **About Gamelancer**

Acquired by Wondr Gaming, Gamelancer Media Corp. is a media & entertainment company producing short-form video content for brands, with broadcast on its owned and operated TikTok, Instagram and Snapchat channels. Gamelancer works with companies such as Samsung, Belkin, RBC, Celsius, and several other notable brands. The company produces and distributes content across its 27 owned-and-operated channels to over 34 million followers & subscribers, generating over 1.8 billion monthly video views. A majority of the Gamelancer's audience are located in the USA, Canada, the UK, and Australia.



With advanced user data analytics, Gamelancer provides its audience with content relevant to the GenZ & Millennial respective communities. Gamelancer owns the largest gaming media inventory on TikTok. Gamelancer also monetizes across its Snapchat Discover channels in partnership with Snapchat.

Gamelancer is 53% insider owned.

Visit us at [Gamelancer.com](https://www.gamelancer.com) to join our email subscribers list and receive press releases and newsletters directly to your inbox.

**For further information, please contact:**

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**Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.**

### **Forward Looking Information**

*This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. These statements relate to future events or future performance. All statements other than statements of historical fact may be forward-looking statements or information. The forward-looking statements and information are based on certain key expectations and assumptions made by management of the Company. Although management of the Company believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information since no assurance can be given that they will prove to be correct.*

*Forward-looking statements and information are provided for the purpose of providing information about the current expectations and plans of management of the Company relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release. Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking statements and information contained in this news release are made as of the date hereof and no undertaking is given to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws. The forward-looking statements or information contained in this news release are expressly qualified by this cautionary statement.*