



# GAMELANCER

## GAMELANCER ANNOUNCES NON-BROKERED PRIVATE PLACEMENT OF DEBENTURE UNITS LED BY MAX DESMARAIS AND THE CHRÉTIEN-DESMARAIS FAMILY

Toronto, Ontario – October 13, 2022 – Gamelancer Media Corp. (CSE: GMNG | OTCQB: GAMGF) (“Gamelancer” or the “Company”) is pleased to announce its intent to complete a non-brokered private placement of up to CDN\$15,000,000 aggregate principal amount of secured debenture units of the Company (each, a “**Debenture Unit**”) at an issue price of CDN\$1,000 per Debenture Unit (the “**Offering**”). Each Debenture Unit will be comprised of CDN\$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 will be 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 shall mature on the date that is 60 months from the closing of the Offering (the “**Maturity Date**”). The Debentures shall bear interest at a rate of 12% per annum from the closing of the Offering, payable on the last business day of each calendar quarter, with the first 18 months of accrued interest payable on the Maturity Date.

The Company will appoint an agent (the “**Security Agent**”) to act as transfer agent and a bare trustee to hold a first ranking security interest on behalf of the Debenture holders and will enter into a general security agreement with the Security Agent which shall include standard default conditions customary for a transaction of this nature. Further, the Debentures and Warrants will be issued pursuant to the terms of a debenture and warrant indenture to be entered into between the Company and the Security Agent.

The Debentures will be subject to redemption, in whole or in part, at the option of the Company at any time after the first (1st) 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.

All securities issued pursuant to the Offering will be subject to a four month hold period from the date of issue. The net proceeds of the Offering will be used to make certain purchase price payments in connection with the previous acquisition of Gamelancer, Inc. as well as for general working capital purposes.

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.

### About Gamelancer

Acquired by Wondr Gaming, Gamelancer Media Corp. is a media and entertainment company providing creative and curated content to the world’s largest brands and media agencies with

broadcast distribution across its owned and operated channels. Generating over 1.7 billion monthly video views across its 27 channels, Gamelancer has over 32,000,000 followers on TikTok, Instagram, and Snapchat, predominantly located in the US, Canada, the UK, and Australia. With advanced user data analytics, we provide our audience content relevant to the GenZ & Millennial gaming community, offering brands unparalleled access to the largest media inventory in gaming on TikTok. Gamelancer also monetizes across its Snapchat Discover channels with monthly recurring revenue in partnership with Snapchat.

**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. More particularly and without limitation, this news release contains forward-looking statements and information relating to the filing of the Company's financial statements. 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.*

