



Wondr Gaming Enters Into Binding Agreement to Acquire JoyBox Media

TORONTO, Oct. 22, 2021 /CNW/ - Wondr Gaming Corp. (CSE: WDR) (CSE: WDR.WT) (the "**Company**" or "**Wondr Gaming**") is pleased to announce it has entered into a binding agreement dated October 22, 2021 (the "**Definitive Agreement**") to acquire JoyBox Media Inc. ("**JoyBox**"), a media network and marketing agency focused on helping brands scale their digital presence and foster online communities.

Pursuant to the Definitive Agreement, the Company has agreed to acquire all of the issued and outstanding common shares of JoyBox in exchange for: (i) \$1,200,000 worth of common shares of the Company at a deemed price per share of \$0.24 (the "**Consideration Shares**"); and (ii) cash payments of \$300,000 (the "**Cash Payments**") in the aggregate.

The Consideration Shares and Cash Payments will be paid as per the following terms:

- \$500,000 worth of Consideration Shares and approximately \$144,000 Cash Payment on the closing date of the transaction (the "**Closing Date**");
- \$350,000 worth of Consideration Shares and approximately \$67,000 Cash Payment, both issuable and payable within ten days of the JoyBox generating \$500,000 in gross revenues; and
- \$350,000 worth of Consideration Shares and approximately \$67,000 Cash Payment, both issuable and payable within ten days of the JoyBox generating \$1,000,000 in gross revenues.

All Consideration Shares issued in connection with the acquisition of JoyBox are subject to a 27-month voluntary escrow agreement between the selling shareholders of JoyBox and the Company, with the first release of 25% of the escrowed shares to be released 18 months from the Closing Date.

The parties expect the acquisition to close on or around November 5, 2021.

"The acquisition of JoyBox Media is an important addition to the Wondr ecosystem, as their best-in-class viral content and campaign platform will dramatically enhance the customer reach of our NFT and rewards platforms. JoyBox has proven incredibly successful in enabling brands to understand and monetize the latest trends, platforms and strategies that are important to Gen-Z and the gaming community. Working with some of the most influential talents on Instagram and TikTok, JoyBox has aided banks, tech companies, some of the most popular musicians in North America, and beyond in growing and monetizing their brands." - Jon Dwyer, Chairman & CEO of Wondr Gaming.

"We are beyond excited about the endless opportunities for JoyBox to grow as part of the Wondr ecosystem. The natural synergies between Wondr and JoyBox are going to prove very successful as we expand our music, entertainment, and sports campaigns/content, integrated with Wondr's NFT and loyalty programs. The innovation of blockchain technology is here, and we are thrilled to be building within the intersection of culture and technology alongside Wondr Gaming" - Sam Park & Kamar Burke, Co-Founders of JoyBox Media.

About Wondr Gaming

Wondr Gaming Corp, a publicly traded entertainment company on the Canadian Securities Exchange (CSE: WDR) (CSE: WDR.WT), builds partnerships and fosters community within the esports, professional sports, and music industries through loyalty & rewards, NFTs, and its growing media business. Wondr Gaming generates revenue through brand partnerships hosted on its loyalty & rewards platform, the sale of NFTs focused on esports, professional sports and the music industry, and through media sales hosted on its variety of partner platforms.

About JoyBox Media Inc.

JoyBox Media is a media network and marketing agency that focuses on the intersection of culture and technology. JoyBox provides best-in-class services working with celebrities, brands, and creators to create meaningful communities across digital through paid media, influencer campaigns, and viral content.

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, the future business of the Company, the completion of the acquisition, the

potential of the Company's products and services, further business from the Company's clients, industry outlook and potential and other matters. 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.

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