



Wondr Gaming Enters Into Amended and Restated Purchase Agreement to Acquire JoyBox and Investor Relation Engagements

TORONTO, Feb. 17, 2022 /CNW/ - Wondr Gaming Corp. (CSE: WDR) (CSE: WDR.WT) (OTC: WDRGF) (the "**Company**" or "**Wondr**") is pleased to announce that further to its press release of October 22, 2021, it has entered into an amended and restated share purchase agreement (the "**Amended and Restated Agreement**") with JoyBox Media Inc. ("**JoyBox**") dated February 16, 2022, to acquire all of the issued and outstanding common shares of JoyBox. The Amended and Restated Agreement amends the originally announced share purchase agreement dated October 22, 2021.

"JoyBox, a Shorty Award nominated short-form video content studio, has produced campaigns for global brands including Wondr's recent Samsung partnered 'Call of Duty' stream, with NBA All-Star & Wondr director of strategic athlete engagement, Fred VanVleet. Joybox will provide a new revenue stream for Wondr, while enhancing our in-house production capabilities for the content Wondr curates and hosts across GameLancer's 20+ owned and operated channels, featuring over 1 billion monthly views and 26,000,000+ followers." – Jon Dwyer, Chairman & CEO of Wondr Gaming.

Pursuant to the Amended and Restated Agreement, the Company has agreed to acquire all of the issued and outstanding common shares of JoyBox in exchange for: (i) C\$1,200,000 worth of common shares of the Company on the terms stated below (the "**Consideration Shares**"); and (ii) cash payments of C\$300,000 (the "**Cash Payments**") on the terms stated below.

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

- C\$500,000 worth of Consideration Shares at a deemed price per share equal to the closing price of the Wondr common shares on the closing date (the "**Closing Date**");
- C\$350,000 worth of Consideration Shares both issuable and payable within sixty (60) days of JoyBox generating at least C\$500,000 in gross revenues; and
- C\$350,000 worth of Consideration Shares both issuable and payable within sixty (60) days of JoyBox generating at least C\$1,000,000 in gross revenues.

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

- C\$131,526 payable forthwith as collected by the Company as accounts receivable from JoyBox's past services provided;
- C\$84,237 payable within sixty (60) days following the quarterly financial period of the Company in which JoyBox generated at least C\$500,000 in gross revenue; and
- C\$84,237 payable within sixty (60) days following the quarterly financial period of the Company in which JoyBox generated at least C\$1,000,000 in gross revenue.

All Consideration Shares issued in connection with the acquisition of JoyBox are subject to a 27-month voluntary lock-up between the selling shareholders of JoyBox and the Company, with the first release of 25% of the locked-up shares to be released 18 months from the Closing Date, the second release of 25% to be released after 21 months from the Closing Date, the third release of 25% after 24 months from the Closing Date and the final 25% after 27 months from the Closing Date.

The parties expect the acquisition to close on or around February 23, 2022.

Wondr is also pleased to announce contracts with certain firms providing investor relations and other related services. Wondr has an agreement with Hybrid Financial Ltd. to provide investor relation services that commenced in December 2020 prior to Wondr's commencement of trading on the CSE. The agreement is for twelve months and renews automatically for three-month periods thereafter. Compensation includes a one-time fee of \$80,000 and monthly fees of \$50,000 per month and was paid in full upon commencement of Wondr's listing on the CSE in May 2021. Following the initial twelve-month term, the monthly fees are currently \$15,000.

Wondr also entered into an agreement with Integral Wealth Securities Limited in April 2021 whereby the firm will provide capital markets advisory and market support services. Wondr pays a fee of \$6,000 per month for these services.

Lastly, the Company entered into an agreement with Venture North Capital Inc. in May 2021 to provide strategic marketing, investor relations and business consulting services. The agreement remained in effect until November 17, 2021 after which now continues on a quarterly basis unless sixty days notice is provided. As compensation Venture North is provided with \$6,500 per month and received 250,000 options at an exercise price of \$0.40 per share.

About JoyBox Media Inc.

JoyBox 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

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 media business. Wondr Gaming generates revenue through brand partnerships hosted on its loyalty platform, the sale of NFTs focused on esports, professional sports and the music industry, and through direct media and programmatic sales hosted on GameLancer's 20+ owned and operated channels, featuring over 1 billion monthly views and 25,000,000+ followers.

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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