

Wondr Gaming to acquire 100% interest in Gamelancer, the largest global GenZ social media network in gaming. Wondr to rebrand as Gamelancer Gaming Corp. under CSE ticker: GMNG

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Founded in LA, Gamelancer has built the largest and fastest growing gaming platform on Tiktok & Snapchat, with 22 owned & operated channels, 26.5 million+ followers, and 1 billion+ monthly video views predominantly geolocated in North America, the UK & Australia.

TORONTO, March 21, 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 December 20, 2021, it has entered into a definitive stock purchase agreement (the "**Definitive Agreement**") with Gamelancer, Inc. ("**Gamelancer**") and all of the shareholders of Gamelancer dated March 21, 2022, to acquire all of the issued and outstanding common shares (the "**Gamelancer Shares**") of Gamelancer (the "**Transaction**").

Pursuant to the terms of the Definitive Agreement, the Company has agreed to issue 212,338,900 common shares in the capital of Wondr (the "**Consideration Shares**"), which is equal to 49% of the issued and outstanding common shares of Wondr, and the Company has agreed to pay in the aggregate USD\$12,000,000 in cash (the "**Cash Payments**") in accordance with the following timeline: (i) USD\$7,000,000 on closing of the Transaction (the "**Closing Date**"); (ii) \$2,500,000 six months from the Closing Date; and (iii) a final USD\$2,500,000 twelve months from the Closing Date. The Company has also agreed to pay a further aggregate USD\$125,000 cash payment contingent on the satisfaction of certain revenue milestones being met in Joybox Media Inc., the Company's wholly owned subsidiary. The Consideration Shares and Cash Payments will be issued and paid to the shareholders of Gamelancer on a pro rata basis. Wondr intends to satisfy the initial USD\$7,000,000 Cash Payment with its current cash on hand and will satisfy the balance of the Cash Payments by way of a combination of cash on hand and future financings of the Company, if required. The Company has also agreed to pay Canaccord Genuity Corp. an advisory fee of 3,000,000 common shares in connection with advisory services performed by Canaccord in connection with the Transaction.

Pursuant to the terms of the Transaction, on closing, the Company has agreed to appoint Gamelancer co-founder, Razvan Romanescu, to the board of directors of the Company, nominate Darren Lopes as a nominee director of Gamelancer at the next annual meeting of the Company and to change the name of the Company to Gamelancer Gaming Corp. Assuming completion of the Transaction, the Company will trade under the new ticker symbol "GMNG." and appoint Razvan Romanescu as Chief Strategy Officer, Darren Lopes as Chief Product Officer, and Zak Longo as Chief Creative Officer. Following completion of the Transaction, Mr. Romanescu will hold 90,572,302 common shares in the capital of Wondr, representing 20.9% of the Company on a non-diluted basis.

Razvan Romanescu is a digital serial entrepreneur, whose roles include: Co-Founder & CEO of

Underlining Inc, which owns and operates notable brands such as Tatbrow, Nailboo and Hide; Co-Founder and CEO of Gamelancer Inc, a platform designed to elevate the online gaming experience; Co-Founder of 10PM Curfew, a female-focused media network @style and @girls on Instagram and TikTok; and Co-Founder of Memes.com (@memes on all social platforms and the largest meme generator app in the App Store).

For the fiscal year ended on December 31, 2021, Gamelancer had revenues of US\$1,431,695 and net ordinary income of US\$351,762. As at December 31, 2021, Gamelancer had total assets of US\$1,603,636 and long term liabilities of US\$729,969 in the form of SAFE notes payable, all which will be converted into common stock or redeemed at the closing of the Transaction. The foregoing financial information has not been audited.

"Gaming has always been a true passion of mine. In a short time we have established Gamelancer as a global organization that is at the heart of the gaming industry. We recognize the power of community and understand the impact Gaming has in bringing all cultures together at scale. Our roadmap includes premium content/series, mobile games, hardware, and technology to elevate the gaming experience. We're excited to unite the tribes with Wondr and operate as a new combined entity." – Razvan Romanescu, Co-Founder, CEO, Gamelancer

"The gaming industry is one of the fastest growing and culturally impactful sectors in modern entertainment. Short form video, specifically Tiktok-style content is one of the most sought-after media landscape for brands. With ownership of 22 channels, including the @gaming handles across Tiktok, Instagram, and Snapchat, Gamelancer has made it accessible for brands and partners to access the affluent and engaged gaming audience at scale, constituted by the 12 to 40 year-old GenZ & Millennial demographics. Gamelancer's vertical video solutions, including user-generated content and in-house produced miniseries, provide authentic access to the global gaming market." - Jon Dwyer, Chairman & CEO, Wondr Gaming

The Consideration Shares issuable pursuant to the terms of the Definitive Agreement will be subject to a voluntary lock up over a period of 36 months, whereby 10% of the Consideration Shares will be released on the Closing Date, with 15% to be released every six months thereafter. Further, certain shareholders of Gamelancer will enter into non-competition and non-solicitation agreements with the Company for a period of three (3) years from the closing date of the Transaction.

The parties expect the Transaction to close on or around April 1, 2022.

Jon Dwyer to remain Chairman & CEO; Mike Cotton to remain President & Chief Operating Officer and Stephen Brooks to remain CFO.

About Gamelancer

Gamelancer is the fastest growing mobile focused gaming network - generating over 1 billion+ monthly video views across its owned and operated properties. Our goal is empower the global gaming community through premium content, mobile games, hardware and technology.

About Wondr Gaming

Wondr Gaming is 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 26,500,000+ 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 and Disclaimers

This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws, including statements regarding the plans, intentions, beliefs and current expectations of Wondr and Gamelancer with respect to future business activities and operating performance. These statements relate to future events or future performance. All statements other than statements of historical fact may be forward-looking statements or information. Forward-looking information is often identified by the words "may", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" or similar expressions and include information regarding and more particularly and without limitation, this news release contains forward-looking statements and information relating to: (i) expectations regarding whether the proposed Transaction will be consummated, including whether conditions to the consummation of the Transaction will be satisfied, or the timing for completing the Transaction; (ii) expectations regarding the potential benefits and synergies of the Transaction and the ability of the combined company to successfully achieve business objectives, including integrating the companies or the effects of unexpected costs, liabilities or delays; (iii) the future business of the Company, the potential of the Company's products and services, further business from the Company's clients and combined services and products, completion of the Transaction and (iv) 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.

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 and are not based on historical facts but instead reflect Wondr's and Gamelancer's respective expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although management of Wondr and Gamelancer believe 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. 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. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information are the following: the ability to consummate the Transaction; the ability to obtain requisite regulatory and shareholder approvals and the satisfaction of other conditions to the consummation of the Transaction on the proposed terms and schedule; the ability of Wondr and Gamelancer to successfully integrate their respective operations and employees and realize synergies and cost savings at the times, and to the extent, anticipated; the potential impact on operating activities; the potential impact of the announcement or consummation of the Transaction on relationships, including with regulatory bodies, employees, suppliers, customers and competitors; changes in general economic, business and political conditions, including changes in the financial markets; changes in applicable laws; compliance with extensive government regulation; and the diversion of management time on the Transaction. This forward-looking information may be affected by risks and uncertainties in the business of Wondr and Gamelancer and market conditions. 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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