FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

Gamelancer Media Corp. (the "**Company**")
120 Carlton Street, Suite 405
Toronto, Ontario M5A 4K2

2. Date of Material Change

June 15, 2023

3. News Release

A news release disclosing the material changes was released on June 15, 2023, through the facilities of NewsFile Corp.

4. Summary of Material Change

Effective June 15, 2023, Mr. Paul Coffey resigned from his position as a director of the Company. Mr. Jean-Francois Cote was appointed in his stead.

On June 15, 2023, the Company announced that it had closed its brokered offerings (the LIFE Offering and Private Placement Offering, as defined below, collectively referred to as the "**Offerings**") through the issuance of 100,038,500 units (the "**Units**") of the Company at a price of $0.10 per Unit (the "**Issue Price**") for total gross proceeds of $10,003,850.

5. Full Description of Material Change

Effective June 15, 2023, Mr. Paul Coffey resigned from his position as a director of the Company. Mr. Jean-Francois Cote was appointed in his stead.

The Offerings were comprised of (i) gross proceeds of $2,853,850 pursuant to the listed issuer financing exemption ("**LIFE Exemption**") available under Part 5A of National Instrument 45-106 – Prospectus Exemptions (the "**LIFE Offering**"), and (ii) gross proceeds of $7,150,000 pursuant to available private placement exemptions (the "**Private Placement Offering**").

The Offerings were conducted by Echelon Capital Markets Inc. ("**Echelon**") as lead agent and sole bookrunner, on behalf of a syndicate of agents (collectively, the "**Agents**") on a commercially reasonable best-efforts basis pursuant to an agency agreement dated June 15, 2023.

Each Unit consists of one common share of the Company (each, a "**Share**") and one common share purchase warrant of the Company (each, a "**Warrant**"). Each Warrant entitles the holder to purchase one Share of the Company (each, a "**Warrant Share**") at a price of $0.15 per Warrant Share at any time on or before the date which is 36 months after the closing date of the Offerings (the "**Closing Date**"). The Units issued pursuant to the LIFE Offering are not subject to any hold periods pursuant to applicable Canadian securities laws. The Units issued pursuant to the Private Placement Offering are subject to a four-month hold period under applicable Canadian securities laws.

In connection with the closing of the Offerings, the Company paid the Agents a cash commission of $186,069.50 in the aggregate and issued a total of 1,147,195 broker warrants to the Agents. In addition, the Company paid certain eligible persons a cash commission of $86,100 in the aggregate and issued a total of 861,000 broker warrants. Each broker warrant will be exercisable for a period of 36 months following the closing of the Offerings to acquire a Unit at an exercise price equal to the Issue Price, subject to adjustment in certain events.

The Offerings 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 19,700,000 Units.

The following supplementary information is provided in accordance with Section 5.2 of MI 61-101.

(a) a description of the transaction and its material terms:

In connection with the Offering, an aggregate of 19,700,000 Units were acquired by insiders of the Company.

(b) the purpose and business reasons for the transaction:

The proceeds from the Offering will be used by the Company for general working capital purposes.

(c) the anticipated effect of the transaction on the issuer's business and affairs:

The completion of the Offering will provide the Company with funds for general working capital purposes.

(d) a description of:

(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:

Name of Insider	Position	Number of Units	Purchase Price
Maximilien Desmarais	Officer	10,000,000	$1,000,000
Robert Segal (1109382 Ontario Inc.)	Director	2,500,000	$250,000
Storm Boswick (TRE Advisors)	Director	5,000,000	$500,000
Jonathan Dwyer	Director and Officer	2,000,000	$200,000
Paul Coffey	Director	200,000	$20,000

(ii) **the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:**

Pursuant to the Offering, Maximilien Desmarais acquired an aggregate of 10,000,000 Units of the Company. Prior to the completion of the Offering, Mr. Desmarais held, 10,000,000 Common Shares, 5,136,300 warrants and 1,100,000 options of the Company representing 2.25% of the Company's issued and outstanding Common Shares on a non-diluted basis. Upon completion of the Offering, Mr. Desmarais holds 20,000,000 Common Shares, 15,136,300 warrants and 1,100,000 options, representing 3.67% of the Company's issued and outstanding Common Shares on a non-diluted basis and approximately 6.47% on a partially diluted basis.

Pursuant to the Offering, Robert Segal acquired an aggregate of 2,500,000 Units of the Company. Prior to the completion of the Offering, Mr. Segal held, 1,000,000 Common Shares and 520,000 warrants of the Company representing 0.34% of the Company's issued and outstanding Common Shares on a non-diluted basis. Upon completion of the Offering, Mr. Segal holds 3,500,000 Common Shares and 3,020,000 warrants, representing 1.19% of the Company's issued and outstanding Common Shares on a non-diluted basis and approximately 1.19% on a partially diluted basis.

Pursuant to the Offering, Storm Boswick acquired an aggregate of 5,000,000 Units of the Company. Prior to the completion of the Offering, Mr. Boswick held 5,000,000 Common Shares of the Company representing 1.12% of the Company's issued and outstanding Common Shares on a non-diluted basis. Upon completion of the Offering, Mr. Boswick holds 10,000,000 Common Shares and 5,000,000 warrants, representing 1.83% of the Company's issued and outstanding Common Shares on a non-diluted basis and approximately 2.73% on a partially diluted basis.

Pursuant to the Offering, Jonathan Dwyer acquired an aggregate of 2,000,000 Units of the Company. Prior to the completion of the Offering, Mr. Dwyer held, 13,475,000 Common Shares, 62,500 warrants and 4,850,000 options of the Company representing 3.03% of the Company's issued and outstanding Common Shares on a non-diluted basis. Upon completion of the Offering, Mr. Dwyer holds 15,475,000 Common Shares, 2,062,500 warrants and 4,850,000 options, representing 2.84% of the Company's issued and outstanding Common Shares on a non-diluted basis and approximately 4.06% on a partially diluted basis.

Pursuant to the Offering, Paul Coffey acquired an aggregate of 200,000 Units of the Company. Prior to the completion of the Offering, Mr. Coffey held, 62,500 Common Shares and 550,000 options of the Company representing 0.01% of the Company's issued and outstanding Common Shares on a non-diluted basis. Upon completion of the Offering, Mr. Coffey holds 262,500 Common Shares, 200,000 warrants and 550,000 options, representing 0.04% of the Company's issued and outstanding Common Shares on a non-diluted basis and approximately 0.18% on a partially diluted basis.

(e) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:

A resolution of the board of directors was passed on June 15, 2023 approving the Offering. No special committee was established in connection with the Offering, and no materially contrary view or abstention was expressed or made by any director.

(f) A summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:

Not applicable.

(g) disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that relates to the subject matter of or is otherwise relevant to the transaction:

(i) that has been made in the 24 months before the date of the material change report:

Not applicable.

(ii) the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:

Not applicable.

(h) the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:

Other than subscription agreements for the Units, the Company did not enter into any agreement with an interested party or a joint actor with an interested party in connection with the Offering. To the Company's knowledge, no related party to the Company entered into any agreement with an interested party or a joint actor with an interested party, in connection with the Offering.

(i) disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:

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 Units being issued to insiders in connection with the Offerings 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 Offerings, which the Company deems reasonable in the circumstances in order to complete the Offerings in an expeditious manner. The Offerings were approved by all independent directors of the Company.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

The report is not being filed on a confidential basis.

7. Omitted Information

No significant facts have been omitted from this Material Change Report.

8. Executive Officer

For further information, contact Jon Dwyer, Chairman and Chief Executive Officer of the Company at (416) 479-9547.

9. Date of Report

This report is dated at Toronto, this 22nd day of June, 2023.

Forward-Looking Information and Disclaimers

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 material change report.

Forward-Looking Information

This material change report 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 material change report. Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking statements and information contained in this material change report 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 material change report are expressly qualified by this cautionary statement.