

Vertiqal Studios Announces Closing of Non-Brokered Private Placement and Engagement of Carriage House Capital Corp.

Toronto, Ontario, January 26, 2024 – Gamelancer Media Corp. (dba Vertiqal Studios) (TSX:VRTS)(OTCQB:GAMGF)(FRA:P93) (the "**Company**") is pleased to announce it has closed a non-brokered private placement of common shares of the Company (each, a "**Common Share**") as a follow-on to the Company's recent private placement which allowed for the acquisition of assets from Offbeat Media Group Inc. at an issue price of \$0.025 per Common Share for gross proceeds of \$653,074 (the "**Offering**"). This round of financing was led by Max Desmarais, President of Vertiqal Studios, with additional participation from Carriage House Capital.

Max Desmarais, previously a co-founder of ScaleLab, has been an integral part of the Vertiqal Studios team since 2021. Max's unwavering commitment is underscored by his participation in leading the company's three previous financings. The Company has issued 26,122,960 Common Shares in connection with the Offering. Net proceeds from the Offering will be used for general working capital and corporate purposes.

The Company paid certain eligible persons a cash commission of \$140,480.55 in connection with funds raised from the non-brokered private placement closed on December 19, 2023 and the Offering.

Closing of the Offering is subject to receipt of all necessary corporate and regulatory approvals, including the approval of Toronto Stock Exchange. All securities issued in connection with the Offering will be subject to a hold period of four months plus a day from the date of issuance and the resale rules of applicable securities legislation.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

The Offering 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 13,600,000 Common Shares. The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the participation by insiders does not exceed 25% of the market capitalization of the Company, 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 Offering, which the Company deems reasonable in the circumstances in order to complete the Offering in an expeditious manner.

Max Desmarais has expressed his enthusiasm for this engagement with Carriage House Capital, saying, "The acquisition of Offbeat was an endeavor we undertook with Carriage House's advisory, and I'm proud to further our relationship with them by joining them in this financing. We are excited to continue acquiring profitable digital channel networks and other ecosystem-related technology companies, agencies, and media services businesses utilizing the diligence and expertise of Carriage House."

Engagement of Carriage House Capital Corp.

The Company is pleased to announce that it recently entered into a consulting agreement with Carriage House Capital Corp. (“**Carriage House**”) pursuant to which Carriage House will act as an advisor to the Company and provide consulting and advisory services in connection with capital raising activities and potential transactions.

In consideration for Carriage House’s services, the Company will pay Carriage House: (i) a monthly fee of \$5,000; (ii) a cash fee equal to 7.5% of the gross proceeds received by the Company from subscribers introduced to the Company by Carriage House subject to the gross proceeds being a minimum of CDN\$1,500,000; and (iii) a transaction fee equal to 5% of any cash or non-cash consideration paid by the Company in connection with any proposed transaction involving the Company and a party introduced to the Company by Carriage House relating to the direct or indirect acquisition of all or a portion of the business or assets of such party.

About Vertiqal Studios

Vertiqal Studios is an owned-and-operated digital-channel network and video-production studio. Specializing in the creation of viral videos, Vertiqal produces and distributes 100+ videos daily across 66 owned-and-operated channels, utilizing TV economics to monetize TikTok and Instagram, and revenue-share with OTT platforms. Vertiqal's strategic focus is producing high-performing organic (not paid) video across our channels in order to continue building our audience of over 43 million followers and subscribers, who generate over 2 billion monthly video views. With a growing owned-and-operated network, Vertiqal cultivates scalable marketing concepts with brands, agencies, and creators, to build full production + distribution brand campaigns for the largest brands in North America, the UK, and Australia on TikTok, Snapchat, and Instagram.

With advanced user data analytics, Vertiqal provides its audience with content relevant to the Gen Z and Millennial respective communities. Vertiqal owns the largest gaming media inventory on TikTok and monetizes across its OTT channels.

Visit us at <https://vertiqalstudios.com/> to join our email subscribers list and receive press releases and newsletters directly to your inbox.

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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 completion of the Offering, the use of net proceeds from the Offering 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. 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.