OverActive Media Announces Private Placement

December 30, 2025 (TORONTO, ONTARIO) – OverActive Media Corp. (“OverActive” or the “Company”) (TSXV: OAM) (OTC: OAMCF) (WKN:A3CSPU) (FSE:0RB), a global digital media, esports and entertainment company for *today’s generation of fans*, today announced a non-brokered private placement offering of up to 10,000,000 units (each, a “Unit”) at a price of $0.30 per Unit for aggregate gross proceeds of up to approximately $3,000,000 (the “Offering”). The Company intends to use the proceeds of the Offering for general working capital purposes.

Each Unit consists of one common share in the capital of the Corporation (each a “Common Share”) and one Common Share purchase warrant (each a “Warrant”). Each Warrant entitles the holder to purchase one Common Share at an exercise price of $0.40 for a period of 24 months following the issuance of the Units, subject to acceleration.

Today, the Company completed an initial closing under the Offering of 3,025,000 Units for gross proceeds of $907,500 (the “First Closing”), including the issuance of 25,000 Units to Daren Selfe, a director of the Company. In connection with the First Closing, the Company paid cash fees of $35,000 and compensation warrants (“Compensation Warrants”) to purchase 116,666 Common Shares to Raymond James Ltd. The Compensation Warrants have the same terms and exercise price as the Warrants.

Further closings of the Offering, which are expected to occur in January 2026, are subject to the execution of definitive agreements and acceptance of the TSX Venture Exchange (the “TSXV”), and other customary closing conditions. All securities issued in connection with the Offering are subject to a four-month and one-day resale restriction pursuant to the policies of the TSXV and applicable securities legislation.

The issuance of the Units to Daren Selfe constitutes a "related party transaction" under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101") as Mr. Selfe is a related party (as defined in MI 61-101) of the Company. The Company has relied on the exemptions from the formal 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 in respect of related party matters, as the Company is listed on the TSXV and neither the fair market value (as determined under MI 61-101) of the Units to be issued to Mr. Selfe, nor the fair market value of the consideration paid by Mr. Selfe, exceeds 25% of the Company's market capitalization (as determined under MI 61-101). Insider participation in the First Closing will not result in a new Control Person (as defined by the TSXV policies), and was on the same terms as arm’s-length subscribers.

About OverActive Media

OverActive Media Corp. (TSXV: OAM) (OTC:OAMCF) (WKN:A3CSPU) (FSE:0RB) is headquartered in Toronto, Ontario, with operations in Madrid, Spain and Berlin, Germany, is a premier global esports and entertainment company for today's generation of fan. OverActive Media owns team franchises in professional esports leagues, including the Call of Duty League, operating as the Toronto KOI, the League of Legends EMEA Championship (LEC), operating as Movistar KOI, operating as Movistar KOI in other professional esports leagues and competitions. OverActive also operates ActiveVoices, an AI-driven content localization and monetization platform that enables creators and brands to expand their audiences globally and unlock new revenue streams through automated translation, dubbing, and distribution.

For more information visit: www.overactivemedia.com

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This press release contains statements which constitute "forward-looking statements" and "forward-looking information" within the meaning of applicable securities laws (collectively, "forward-looking statements"), including statements regarding the intention of the Company to complete further closings under the Offering. Forward-looking statements are often identified by the words "may", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" or similar expressions and includes information regarding the anticipated financial and operating results of OverActive in the future.

Investors are cautioned that forward-looking statements are not based on historical facts but instead OverActive management's 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 OverActive believes that the expectations reflected in such forward-looking statements are reasonable, such statements involve risks and uncertainties, and undue reliance should not be placed thereon, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the OverActive. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking statements include the following: the potential that the TSXV does not approve further issuances of the Units; the Company is unable to find further investors in the Offering; changes in general economic, business and political conditions, including changes in the financial markets; changes in applicable laws and regulations both locally and in foreign jurisdictions; compliance with extensive government regulation; the risks and uncertainties associated with foreign markets; the ability of the Company to continue to execute on its existing partnerships and business strategy; the ability of the Movistar KOI and Call of Duty Leagues to maintain viewership; the successful completion of the Company's new venue; and other risk factors set out in OverActive's most recent annual information form and its other filings with Canadian securities regulators, copies of which may be found under OverActive's profile at www.sedarplus.ca. These forward- looking statements may be affected by risks and uncertainties in the business of OverActive and general market conditions.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although OverActive has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended and such changes could be material. OverActive does not intend and do not assume any obligation, to update the forward-looking statements except as otherwise required by applicable law.

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.