

Wondr Gaming Announces Non-Binding Letter of Intent to Acquire Gamelancer

TORONTO, Dec. 20, 2021 /CNW/ - Wondr Gaming Corp. (CSE: WDR) (CSE: WDR.WT) (the "**Company**" or "**Wondr Gaming**") is pleased to announce it has recently entered a non-binding Letter of Intent with Gamelancer, Inc. ("**Gamelancer**") to acquire all of the issued and outstanding securities of Gamelancer in exchange for USD\$10 million of cash, with \$7.5 million payable on closing and a further \$2.5 million payable one year from the date of closing, and the issuance of common shares of Wondr representing forty-nine percent of the Company on a post-transaction basis.

Each party is conducting its respective due diligence and the contemplated transaction remains subject to approval by the board of directors of each party and regulatory approval. Subject to the completion of each company's due diligence to its sole satisfaction, the parties will negotiate and proceed to enter into a definitive agreement outlining the terms and structure of the transaction. The final transaction structure will be determined after each party has had the opportunity to receive legal, accounting and tax.

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 its growing 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 sales hosted on its variety of partner platforms.

About Gamelancer

Gamelancer is the largest Gen Z social gaming network with over 24 million fans and 1 billion+ monthly video views. This unparalleled owned and operated network elevates a new generation of gamers through community, content, and culture. Gamelancer's technology has made it simple to instantly connect with your friends and those with similar interests by joining communities that are passionate about WEB3, which encompasses NFTs and the future of gaming.

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 to the completion of the potential transaction 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. Risks that may have an impact on the ability for these events to be achieved include completion of due diligence, negotiation of definitive agreements and receipt of applicable approvals. 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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