Gamelancer Media Corp. (formerly, Gamelancer Gaming Corp., Wondr Gaming Corp. and Transglobe Internet and Telecom Co. Ltd.)

Management Discussion and Analysis

For the three and nine months ended September 30, 2022 and 2021

Financial information expressed in Canadian dollars unless otherwise noted.

The following Management's Discussion & Analysis ("**MD&A**") provides a review of activities, results of operations and the financial condition of Gamelancer Media Corp. (formerly, Gamelancer Gaming Corp., Wondr Gaming Corp. and Transglobe Internet and Telecom Co. Ltd.) (the "**Company**" or "**Gamelancer**") for the three and nine months ended September 30, 2022 and 2021.

This MD&A should be read in conjunction with the Company's audited consolidated financial statements and related notes thereto as at and for the years ended December 31, 2021 and 2020 as well as the Condensed Consolidated Interim Financial Statements as at September 30, 2022 and for the three and nine months then ended (collectively, the "financial statements"). All amounts disclosed in this MD&A are expressed in Canadian dollars, unless otherwise noted.

Management's Responsibility

The Company's management is responsible for the preparation and presentation of the financial statements and this MD&A. The financial statements have been prepared in accordance with International Financial Accounting Standards ("**IFRS**") as issued by the International Accounting Standards Board and as included in Part 1 of the CPA Canada Handbook – Accounting and the interpretations of the International Financial Reporting Interpretations Committee. This MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators. This MD&A has been prepared as of November 29, 2022.

Forward-Looking Statements

This MD&A may contain forward-looking statements based on assumptions and judgments of management regarding events or results that may prove to be inaccurate as a result of exploration or other risk factors beyond its control. Actual results may differ materially from the expected results. Except for statements of historical fact, this MD&A contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. In particular, forward-looking information in this MD&A includes, but is not limited to, statements with respect to future events such as the launch of the Company's loyalty platform. Although we believe that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. We cannot guarantee future results, performance or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information. Forward-looking information is based on the opinions and estimates of management at the date the statements are made, which are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking information. Some of the risks and other factors that could cause results to differ materially from those expressed in the forward-looking statements include, but are not limited to: general economic conditions in Canada, the United States and globally; industry conditions; the outbreak of an epidemic or a pandemic, including the recent outbreak of the novel coronavirus (COVID-19), or other health crisis and the related global health emergency affecting workforce health and wellbeing; governmental regulation; unanticipated operating events; competition; the availability of capital on acceptable terms; stock market volatility; volatility in market price and the other factors described herein under "Risks and Uncertainties". Readers are cautioned that this list of risk factors should not be considered as exhaustive. The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement. We undertake no duty to update any of the forward-looking information to conform such information to actual results or to changes in our expectations except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information.

Description of Business

Gamelancer Media Corp. was co-founded by Jonathan Dwyer and Michael Cotton, the current CEO and COO of the Company, respectively. The Company is headquartered in Ontario, Canada having a registered office of 120 Carlton Street, Suite 405, Toronto, Ontario, M5A 4K2.

Gamelancer Media Corp. is an entertainment company that unites brands with the global gaming community by providing short form video content for brands and direct media advertising over its social media channels (*Gamelancer Media*). Gamelancer also offers programmatic advertising to partners and owns a loyalty and rewards platform to serve the gaming and entertainment landscape (*Rewarded*). The Company also owns an NFT platform (non-fungible token) but announced during the quarter ended September 30, 2022 that it was exiting the NFT business and no longer pursuing initiatives in this space.

Gamelancer Media creates content and activation campaigns with brands by selling advertising to help partners access Gamelancer's over-30 million subscribers via Tik Tok, Snapchat, and Instagram. Part of Gamelancer's offering to its media partners also includes driving consumers to *Rewarded's* loyalty platform (e.g. including products in Gamelancer's loyalty store) however the Company has slowed work on the loyalty program while it continues to focus on the successful revenue generation that it is seeing from Gamelancer Media.

Rewarded is the Company's loyalty and rewards platform which allows the Company to generate revenues through sponsorships, commissions on the sale of partner products and merchandise, as well as the monetization of customer data aggregated as part of the Company's loyalty and rewards platform. Loyalty represents a fragmented industry and an underdeveloped opportunity within the gaming and entertainment landscape – like many aspects of the gaming ecosystem, this is due in part to both the relatively early stage of the industry and the lack of centralization when compared to other entertainment verticals. The lack of centralization and gap in loyalty is a significant factor driving the difficulty gaming and entertainment industry stakeholders have had in driving fan engagement and monetization.

With the acquisitions of JoyBox Media Inc. (rebranded post-acquisition as *Gamelancer Studios*) and Gamelancer Inc. in the first and second quarters of 2022, respectively, the Company has expanded its offerings. Gamelancer Studios is a production studio that creates original programming, including scripting, storyboarding, and shooting original content for brand partners. Gamelancer Inc. focuses on user-generated content to promote partner's products and services through its network of 27 owned-and-operated channels with over 30 million global subscribers across TikTok, Instagram and Snapchat.

The Company trades on the CSE under the symbols GMNG and GMNG.WT; on the OTCQB Venture market in the United States effective January 26, 2022 under the symbol WDRGF; and on the Frankfurt Exchange under the symbol 64Q. Effective during the third quarter of 2022, the Company changed its name to Gamelancer Media Corp. to reflect the Company's media focus.

Gaming Industry Macro Overview

The gaming industry is projected to reach $20 billion by 2025, rivaling traditional sports and shifting the entertainment paradigm. Gaming has experienced massive growth in consumption of its content in the past several years. Gaming audiences are highly discerning and extremely sensitive to non-endemic brands making inauthentic, ill-conceived entrances into the gaming landscape – while fans engage with brands delivering value to the gaming ecosystem, they will vehemently reject perceived attempts to exploit their community.

Massive growth in gaming engagement and viewership is attracting private capital from investors looking to generate substantial return on investment. However, monetization of gaming is nascent and revenue is primarily sponsorship driven and sponsorship partners have largely struggled in driving activation and ROI against sponsorship dollars. All stakeholders within the gaming industry (video game publishers, streaming platforms, team and franchising models, etc.) are looking for more effective ways to drive engagement with fans and capitalize on the massive growth in viewership to drive monetization and generate new, sustainable revenue streams.

Highlights

Subscription Receipts

On February 5 and 12, 2021, as a condition of the transaction with Transglobe Internet and Telecom Co, Ltd. ("**Transglobe**") described below, 1Wondr Gaming Corporation ("**1Wondr Gaming**") completed the concurrent financing of an aggregate 44,091,500 subscription receipts at a price of $0.20 per subscription receipt for aggregate gross proceeds of $8,818,300 (the "**Concurrent Financing**"). Immediately prior to the consummation of the transaction with Transglobe, the subscription receipts automatically converted into 44,091,500 common shares of 1Wondr Gaming and 22,045,750 warrants to purchase common shares of 1Wondr Gaming. Each warrant entitles the holder to purchase one common share of the Company at an exercise price of $0.40 per share for a period of two years from the closing date. The Company was expected to incur cash issuance costs equal to 8% of the aggregate gross proceeds raised in addition to the issuance of 3,275,870 finders' warrants. Each finders' warrant entitles the holder to purchase one common share of the Company at an exercise price of $0.20 per share for a period of two years from the closing date.

Convertible Debenture Financing

On March 12, 2021, 1Wondr Gaming completed a convertible debenture financing for gross proceeds of $1,000,000 through the issuance of 1,000 units at $1,000 per unit. Each unit consisted of: (i) $1,000 principal amount of 10.0% senior secured convertible debenture (each a "**Convertible Debenture**") of 1Wondr Gaming and (ii) warrants of 1Wondr Gaming exercisable to purchase that number of common shares as is equal to $500 divided by $0.25 (each a "**Warrant**"), subject to adjustment (i.e. 2,000,000 Warrants). Each Warrant entitles the holder to acquire one common share for $0.40 per common share at any time prior to March 12, 2023. The holder of each Convertible Debenture has the option, at any time prior to maturity, to convert the unpaid principal amount plus accrued interest thereon into common shares of the Company at a price per share of $0.25, subject to adjustment. In connection with the

Convertible Debenture financing, 320,000 finders' warrants were issued exercisable for a period of two years to purchase the same number of common shares with an exercise price of $0.40.

The Transaction with Transglobe (the "Transaction")

On October 20, 2020, the 1Wondr Gaming, Transglobe and 2778533 Ontario Inc. ("**Subco**") entered into an amalgamation agreement (the "**Amalgamation Agreement**"), pursuant to which Transglobe would acquire all of the issued and outstanding 1Wondr Gaming Shares from the 1Wondr Gaming shareholders pursuant to a three-cornered amalgamation in accordance with the *Business Corporations Act* (Ontario)("**OBCA**").

Pursuant to the Amalgamation Agreement, among other customary conditions, as a condition of completion of the Transaction, the following transactions are required to be completed on or before the completion of the Transaction:

- Transglobe would complete a consolidation of its outstanding common shares on the basis of one (1) post-consolidation common share for each thirty (30) outstanding common shares;
- Transglobe would change its name to "Wondr Gaming Corp.";
- Transglobe would issue one common share for each one 1Wondr Gaming Share outstanding prior to completion of the Transaction; and
- The parties would use their best efforts to complete a concurrent financing.

On May 3, 2021, this Transaction was completed resulting in Transglobe issuing from treasury to the 1Wondr Gaming shareholders an aggregate 134,735,966 post-consolidation common shares representing all of the issued and outstanding shares of 1Wondr Gaming prior to completion of the Transaction with Transglobe. This includes the 44,091,500 common shares in connection with the automatic exchange of the subscription receipts pursuant to the Concurrent Financing of February 5 and 12, 2021 mentioned above. In the aggregate, Transglobe issued: (i) 134,735,966 post-consolidation common shares to the former shareholders of 1Wondr Gaming in exchange for such 1Wondr Gaming shares; (ii) 22,045,750 common share purchase warrants on the same terms as the warrants in exchange for such Warrants; and (iii) 3,275,870 finders' warrants in exchange for the finder's warrants issued to eligible finders in connection with the concurrent financing.

Further, Transglobe also issued 2,000,000 warrants in connection with the Convertible Debentures, 446,674 finder warrants in connection with certain private placements completed by 1Wondr Gaming and 320,000 finder warrants in connection with the Convertible Debenture financing.

After the closing of the Transaction and the name change of the resulting consolidated Company to Wondr Gaming Corp. (formerly, Transglobe Internet and Telecom Co., Ltd.), the Company began trading on the Canadian Securities Exchange ("**CSE**") on May 7, 2021 under the symbol "WDR".

Without significant operating activities. Transglobe did not meet the accounting definition of a business pursuant to IFRS 3 *Business Combinations*, and the acquisition was therefore accounted for as an acquisition of net assets in exchange for shares of the Resulting Issuer under IFRS 2 *Share-based Payments*. The excess of the fair value of the consideration provided over the net assets received was recognized as an expense in the consolidated statements of loss and comprehensive loss.

The non-cash listing expense of the Transaction was determined as follows:

Consideration transferred:	
Fair value of common shares (16,612,079 shares at $0.19)	$3,156,295
Net assets/(liabilities) acquired:	
Harmonized sales tax receivable	4,604
Accounts payable and accrued liabilities	(27,885)
Total net liabilities acquired	(23,281)
Total non-cash listing expense	**3,179,576**

Upon consummation of the Transaction, the Company adopted a stock option plan (the "**Plan**") to attract, retain and motivate qualified directors, officers, employees and consultants whose present and future contributions are important to the success of the Company by offering them an opportunity to participate in the entity's future performance through the award of stock options. Each stock option converts into one common share of the Company on exercise. No amounts are paid or payable by the recipient on receipt of the option. The options carry neither rights to dividends nor voting rights. Options may be exercised at any time from the date of vesting to the date of expiry. The total number of common shares reserved and available for grant and issuance pursuant to the Plan is equal to 10% of the issued and outstanding common shares of the Company. The options vested immediately upon grant, have an exercise price of $0.40 per share and expire three years after the grant date.

Acquisition of Enterprise Gaming Canada Inc. ("EGCI")

On May 31, 2021, the Company acquired 100% of the issued and outstanding common shares of EGCI, the owner of a proprietary non-fungible token **("NFT")** platform leveraging Ethereum, in exchange for 4,000,000 common shares of the Company with consideration of $1,097,460.

The transaction allowed the Company to integrate a proprietary NFT-focused company within a gaming rewards ecosystem and will allow the Company to leverage the platform through partnership with other celebrities, athletes and family offices within the Company's network. The Company called this division "Wondr NFT".

In accordance with the applicable accounting standards of IFRS 3 Business Combinations, management elected the optional concentration test which identifies that the acquired group is not a business if substantially all of the fair value of the gross assets acquired is concentrated in a single asset or group of similar assets. Management applied the optional concentration test and determined that substantially all of the fair value of the gross assets acquired was concentrated in the technology related to the NFT platform. Accordingly, the transaction was accounted for as an asset acquisition whereby the cost of the acquired group was allocated to the individual identifiable assets and liabilities on the basis of their relative fair values at the acquisition date. As an asset acquisition, no amount was attributable to goodwill.

The purchase price was allocated as follows:

Cash and cash equivalents	$ 2,410
Domain name	4,214
NFT platform	1,134,667
Accounts payable and accrued liabilities	(43,831)

During the three months ended September 30, 2022, the Company announced that it was exiting the NFT business and would no longer be pursuing initiatives in this space. As such, the Company took a charge to income for the carrying value of the NFT platform as well as the domain name.

Announcement of Consulting Agreement with Blue Deer Capital Partners Inc. ("Blue Deer")

On May 17, 2021, the Company announced a consulting agreement with Blue Deer whereby Blue Deer will provide business, operational and strategic advice to the Company in exchange for 4,000,000 performance warrants exercisable at a price of $0.29 per share expiring three years from the date of issuance and subject to an agreed upon vesting schedule.

Acquisition of Hot Dot Media Inc. ("HDM")

On June 4, 2021, the Company acquired 100% of the issued and outstanding common shares of Hot Dot Media Inc. in exchange for 8,000,000 common shares of the Company issued to the shareholders of HDM price for consideration estimated to be $2,229,760. HDM is a social media agency focused exclusively on emerging platforms with media reach through a diverse network of creators across TikTok, Instagram, Facebook, and YouTube. The transaction closed on June 4, 2021 with the results of operations of HDM consolidated since that date. All common shares issued in connection with the acquisition of HDM are subject to a four-month and one day resale restriction and an 18-month voluntary escrow agreement between the selling shareholders of HDM and the Company. The Company has called this division "Gamelancer Media".

The purchase price was allocated as follows:

Cash and cash equivalents	$ 7,678
Receivables	5,000
Goodwill arising on acquisition	2,228,451
Accounts payable and accrued liabilities	(869)
Due to related parties	(10,500)

Trading on the Frankfurt Stock Exchange and OTCQB Venture Market

On October 15, 2021, the Company announced that its common shares were now trading on the Frankfurt Stock Exchange under the symbol '64Q'.

On January 26, 2022, the Company announced that it had commenced trading on the OTCQB Ventures Market in the United States under the symbol "WDRGF".

Launch of the Loyalty and Rewards Platform

On October 12, 2021, the Company launched its loyalty and rewards platform. This soft launch in October 2021, absent any marketing or media support, allowed the Company to prove out its platform functionality, in conjunction with the Company's loyalty program software provider, including the tracking of loyalty points earned. The Company continues to build from this soft launch in anticipation of commercial launch in the future. With the increasing focus of the Company on the media business, it has however slowed further work on building off of this soft launch. This is expected to continue for the near future.

Launch of NFT Platform

On November 15, 2021, the Company announced the launch of its NFT platform, and its first NFT auction showcasing an NFT of Olympic decathlon gold medalist Damian Warner. The auction was open to all bidders from November 15 to November 23 and culminated in a successful winning bid of $1,100 to be split by Fischer and Associates and the Company. Importantly, this soft platform launch and first auction allowed the Company to test the functionality of its NFT platform. As mentioned, the Company has since announced that it has exited the NFT business.

Private Placement of Common Shares and Warrants

Further to its December 6, 2021 announcement, during the three months ended March 31, 2022, the Company closed a non-brokered private placement through the issuance of 50,000,000 units of the Company (each a “Unit”) at a price of $0.20 per Unit for aggregate gross proceeds of $10,000,000. Each Unit is comprised of one common share and one-half of one common share purchase warrant. Each warrant entitles the holder thereof to acquire one common share at an exercise price of $0.30 per common share for a period of 24 months from the closing of the offering. In connection with the closing of the private placement, the Company paid certain eligible persons a cash commission of $382,478 and issued 1,633,229 broker warrants Each broker warrant entitles the holder thereof to acquire one common share at an exercise price of $0.20 per common share for a period of 24 months from the closing of the offering. All securities issued pursuant to this offering are subject to a four-month hold period from the date of the offering.

Acquisition of JoyBox Media Inc. (“JoyBox”)

Further to its October 22, 2021 announcement, on March 3, 2022, the Company completed the acquisition of 100% of JoyBox Media Inc.(“**JoyBox**”) in exchange for $1,200,000 worth of common shares of the Company and cash payments of $300,000 payable as outlined herein and in accordance with the terms and conditions of an amended and restated share purchase agreement dated February 16, 2022. On closing the Company issued 3,333,332 common shares at a deemed price of $0.15 per common share having a value of $500,000 and a closing cash payment of $131,526. An additional $350,000 worth of common shares is due as consideration within 60 days of JoyBox generating at least $500,000 in revenues; and $350,000 of common shares as consideration both issuable and payable within 60 days of JoyBox generating at least $1,000,000 in revenues. All consideration shares issued in connection with the acquisition are subject to a four-month and one-day re-sale restriction and to a 27- month voluntary escrow between the selling shareholders of JoyBox and the Company with the first release of 25% of the escrowed shares to be released 18 months from the date of the transaction closing. In addition to the cash payment of $131,526 paid on closing, the Company will pay $84,237 within 60 days following the quarterly financial period in which JoyBox generated at least $500,000 in revenue and$84,237 payable within 60 days following the quarterly financial period in which JoyBox generates at least $1,000,000 in revenue.

The consideration transferred in exchange for the equity interests in JoyBox includes:

Cash	$ 131,526
3,333,332 common shares	500,000
Contingent consideration arrangement	859,281
TOTAL	$1,490,807

The entirety of the consideration transferred was attributed to goodwill on a provisional basis. Goodwill arose in the acquisition of JoyBox because the consideration paid for the combination effectively included amounts in relation to the benefit of expected revenue growth, future market development, the assembled workforce and other expected synergies. These benefits are not recognized separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

JoyBox is a media network and marketing agency that focuses on the intersection of culture and technology. JoyBox provides best-in -class services working with celebrities, brands and creators to create meaningful communities across digital through paid media, influencer campaigns, and viral content.

Acquisition of Gamelancer, Inc.

On April 14, 2022, the Company acquired 100% of the issued and outstanding common shares of Gamelancer, Inc. As consideration, the Company paid US$7,000,000 to the shareholders of Gamelancer, Inc. and issued 212,338,900 common shares of the Company. All common shares issued in connection with the transaction are subject to voluntary lock-ups of up to 36 months and a statutory four-month hold, with 10% of the common shares released on closing of the transaction and 15% released every six months thereafter for the next 36 months. Additional cash consideration of US$2,500,000 is due six months from the closing date of April 14, 2022 (October 14, 2022) and US$2,500,000 is due twelve months from the closing date (April 14, 2023). The Company also agreed to pay a further US$125,000 in cash contingent upon the satisfaction of certain revenue milestones being met in one of the Company's other wholly-owned subsidiaries.

The consideration transferred in exchange for the interests in Gamelancer, Inc. includes:

Cash	$ 8,840,621 (US$7,000,000)
212,338,900 common shares	22,360,000
Contingent consideration	154,529
Deferred cash consideration	6,210,716 (US$5,000,000)
TOTAL	$37,565,866

The purchase price was allocated on a preliminary basis as follows:

Cash and cash equivalents	$ 694
Receivables	504,049
Inventory	82,039
Technology assets	656,070
Goodwill arising on acquisition	36,827,063
Accounts payable and accrued liabilities	(232,169)
Due to related parties	(271,880)

The excess purchase price over the fair value of net assets acquired has been allocated to goodwill on a provisional basis. Goodwill arose in the acquisition of Gamelancer, Inc. because the consideration paid for the combination effectively included amounts in relation to the benefit of expected revenue growth, future market development, the assembled workforce and other expected synergies. These benefits are not recognized separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

Gamelancer, Inc. is a gaming-focused entertainment company with over 22 owned and operated channels across TikTok, Instagram, and Snapchat generating programmatic advertising revenues.

Various Strategic Partnerships and Agreements

On October 12, 2021, the Company announced a strategic partnership with Gamelancer, Inc., an unrelated gaming network company at the time, to sell media across its network which includes over 20 channels, over 19,500,000 followers and over 800,000,000 monthly views.

On October 14, 2021, the Company entered into a strategic partnership with US video game developer and publisher MegaCat Studios to develop NFT-based games for the sports, music and the gaming markets.

On October 18, 2021, the Company announced a strategic partnership with Fischer & Associates, a professional brand and business management company, to mint and sell NFTs from their expansive roster of elite athletes.

On November 1, 2021, the Company announced that it had partnered with Media Kits, a platform built for creators to develop a custom media kit online with real-time data and analytics to assist the Company with aggregating user data and better understanding its audience.

On November 9, 2021, the Company announced that it had partnered with artist Neil Dankoff, owner of galleries in Memphis, Montreal and Toronto to mint and sell NFTs of Mr. Dankoff’s art.

On November 16, 2021, the Company announced that it had entered into a US$75,000 paid media agreement with a leading crypto mining company.

On November 23, 2021, the Company announced that it has entered into a strategic partnership with Toronto Maple Leafs' captain John Tavares and the John Tavares Foundation to mint and sell NFTs of John Tavares' career and share a portion of proceeds with the John Tavares Foundation.

On November 29, 2021, the Company announced that is has partnered with DreamMachine.ai, a generative A/V chill beat station to mint a series of NFTs.

On May 9, 2022, the Company announced a media take-off agreement with Playmaker to sell across their Tik Tok, Instagram and Snapchat channels, expanding the Gamelancer media inventory to 1.175 billion monthly views.

On June 6, 2022, the Company announced a partnership with Gambit Rewards Inc. The partnership introduces Gambit's unique free-to-play sports betting and iGaming platform to the Company's audience of social gamers.

On June 28, 2022, the Company announced that its common shares were now eligible for book-entry and depository services through Depository Trust Company ("DTC") in the United States.

On June 20, 2022, the Company announced that it had renewed its longstanding relationship with GFuel through the end of 2022.

On July 6, 2022, the Company announced that it had secured a contract with online casino Stake.com to broadcast content featuring Gamelancer and Stake influencers across @Gaming, @Gamer, @Gamelancer and @Egirl channels on TikTok. The campaign will also broadcast content across Gamelancer partner, Playmaker's @Sports, @Playmaker and @PlaymakerBetting channels on Instagram.

On July 12, 2022, the Company announced that it had teamed up with one of Canada's largest banks to curate and broadcast a short-form video financial literacy campaign across its TikTok channels. Produced by Gamelancer Studios, the financial literacy campaign will feature short-form video content curated to help equip the GenZ gaming audience with the right information to make informed decisions when opening their first chequing accounts, choosing a credit card and other personal financial choices. The campaign will be geolocated to Canada when broadcast, and content was filmed with GenZ gamers and influencers from the Vancouver area.

On July 20, 2022, the Company announced the appointment of Storm Boswick to the board of directors of the Company. Mr. Boswick is currently Founder and MD of TRE Advisors. Throughout his career, Mr. Boswick has played key roles in the investment community and related industries. Mr. Boswick was part of Goldman Sachs research department, a Partner and PM at J&W Seligman, a PM at Sigma Capital (SAC), a Founder / PM at Brompton Cross and Partner / Sr. MD at Brock Capital.

On July 26, 2022, the Company announced that it had entered into a multi-quarter engagement with one of North America's largest consumer electronics and networking companies. The campaign was produced by Gamelancer studios in Vancouver and has been broadcast across the Gamelancer TikTok network since June of this year. Featuring North America's beat-box champions, Canadian comedian Akeem, and local influencers and artists, the campaign featured headphones, ear buds and smart speakers, which the viewing audience can purchase in-video while watching content on one of Gamelancer's 14 TikTok channels.

On August 3, 2022, the Company announced that it had entered into an agreement with Sony Music Entertainment division, Artista Records featuring Gamelancer curated content integrated with Arista recording artist Disco Lines, to be hosted across the Gamelancer TikTok & Instagram networks respectively.

On August 10, 2022, the Company announced that its owned and operated network had reached over 30,000,000 followers. Owning the largest multi-channel gaming network on TikTok, Gamelancer owns marquee channels on TikTok, Instagram and Snapchat including @Gaming, @Gamer, @Gamelancer, @EGirl among others, totaling 29 channels across the aggregate network.

On August 24, 2022, the Company announced it had partnered with lifestyle energy drink producer CELSIUS ® to curate a campaign promoting CELSIUS ® products across the Gamelancer TikTok & Instagram network. Featuring Gamelancer influencers, content for the 6-figure campaign will be produced by Gamelancer and broadcast across its @Gaming, @Gamer, @Egirl, and @Gamelancer channels. Content will also be distributed across Playmaker's Instagram network. Playmaker is a strategic partner of Gamelancer, and this campaign is the fourth co-broadcast campaign Gamelancer has launched with Playmaker this year.

On September 15, 2022, the Company announced that it had been selected as one of a small group of global TikTok partners to launch TikTok Games. TikTok initially launched a pilot testing program for HTML5 mini-games earlier in the summer with select partners.

On September 20, 2022, the Company announced that it would cease operating in the NFT (non-fungible token) market with a view to focusing on its other lines of business, namely its direct media sales through its owned and operated network of digital channels, curating short-form video content for brands and media agencies. Given this exiting of the NFT business, the Issuer wrote-down its assets related to this line of business.

On September 22, 2022, the Company announced that its common shares, previously trading on the OTCQB under the symbol WDRGF, are to commence trading on the OTCQB under the symbol GAMGF with effect on September 22, 2022. The Issuer’s common shares will continue to trade under the symbol GMNG on the Canadian Securities Exchange.

On September 27, 2022, the Company announced that it had filed an alteration notice to change the name of the Company to “Gamelancer Media Corp.”. The common shares were expected to commence trading under the new name “Gamelancer Media Corp.” on September 29, 2022 under the symbol GMNG. The Company’s new CUSIP number is 36468M100 and its new ISIN is CA36468M1005. The name change does not affect the Issuer’s share structure or the rights of the Issuer’s shareholders, and no further action was required by existing shareholders.

Business Objective and Milestones

The Company continues to expand its ability to provide both direct and programmatic advertising and content over its social media channels. The Company began to generate revenues in the fourth quarter of

2021 and has continued to do so at an increasing pace throughout 2022. With the acquisition of JoyBox Media Inc. in the first quarter of 2022 and Gamelancer, Inc. in the second quarter of 2022, the Company's offerings as it relates to the provision of content and the extent of its direct and programmatic advertising options has significantly expanded.

While slowing the pace of development to focus on its media business, the Company also continues to develop a loyalty platform to onboard gamers which will allow the Company to aggregate fans within its consolidated digital ecosystem, allowing them unique access to deals in multiple sectors such as digital consumer goods, banking, insurance, automotive, and many others.

With the utility delivered by the points loyalty currency (ability to be redeemed on rewards across the gaming ecosystem – not limited to a single platform or title), the Company has the opportunity to generate revenue by positioning points as the default standard currency within the gaming ecosystem. The Company can create another revenue stream by selling points direct to fans (to be redeemed on microtransactions across multiple games or for gaming streaming platform subscriptions etc.) and to third-party partners (for them to attach as value-added on their own products and services outside of the gaming rewards ecosystem), replicating a commercial model leveraged by many of the world's largest loyalty programs.

Transactions Subsequent to September 30, 2022

On October 13, 2022, the Company announced its intent to complete a non-brokered private placement of up to CAD$15,000,000 aggregate principal amount of secured debenture units (each a "**Debenture Unit**") at an issue price of CAD$1,000 per Debenture Unit (the "**Offering**"). Each Debenture Unit will be comprised of CAD$1,000 principal amount of 12% secured debentures of the Issuer and 100 common share purchase warrants (each a "**Warrant**") of the Issuer. Each Warrant will be exercisable into one common share of the Issuer (each a "**Warrant Share**") at an exercise price of CAD$0.07 per Warrant Share for a period of 36 months from the closing of the Offering.

The Debentures shall mature on the date that is 60 months from the closing of the Offering (the "**Maturity Date").** The Debentures shall bear interest at a rate of 12% per annum from the closing of the Offering, payable on the last business day of each calendar quarter, with the first 18 months of accrued interest payable on the Maturity Date.

The Company will appoint an agent (the "**Security Agent**") to act as transfer agent and a bare trustee to hold a first ranking security interest on behalf of the Debenture holders and will enter into a general security agreement with the Security Agent which shall include standard default conditions customary for a transaction of this nature. Further, the Debentures and Warrants will be issued pursuant to the terms of a debenture and warrant indenture to be entered into between the Company and the Security Agent.

The Debentures will be subject to redemption, in whole or in part, at the option of the Company at any time after the first (1st) anniversary of the closing of the Offering upon giving the holders not less than 30 and not more than 60 days' prior written notice, at a price equal to the then outstanding principal amount of the Debentures plus all accrued and unpaid interest up to and including the redemption date.

All securities issued pursuant to the Offering will be subject to a four month hold period from the date of issue. The net proceeds of the Offering will be used to make certain purchase price payments in connection with the previous acquisition of Gamelancer, Inc. as well as for general working capital purposes.

The first tranche of this Offering closed on November 3, 2022 with 4,111 Debenture Units being issued for proceeds of $4,111,000. Of the 4,111 Debenture Units, 1,363 Debenture Units were issued to an insider of the Company. The second tranche closed on November 24, 2022 with 439 Debenture Units being issued for proceeds of $439,000. In total, 455,000 Warrants were also issued as part of the closing of these two tranches as well as 745,707 broker warrants.

On October 28, 2022, the Company granted an aggregate 9,450,000 options to consultants of the Company to purchase common shares of the Company exercisable at a price of $0.13 per common share for a period of three years.

On November 7, 2022, the Company paid the amount of US$2,500,000 to the former Gamelancer Inc. shareholders from the funds received from the November 3, 2022 Debenture Unit Offering mentioned previously. This payment represents the first of two payments of said amount due as part of the Gamelancer Inc. acquisition previously disclosed. The second payment is due April 14, 2023.

On November 18, 2022, 4,000,000 common shares were issued as a result of a consultant exercising 4,000,000 options at an exercise price of $0.10 for cash proceeds to the Company of $400,000.

On November 24, 2022, 7,000,000 options to purchase common shares were granted to consultants of the Company. The options vest immediately, have an exercise price of $0.13 per common share and expire three years from the date of grant.

On November 24, 2022, 162,800 warrants were exercised at $0.12 per share resulting in cash proceeds of $19,536.

On November 28, 2022, the Company repaid and amount of US$67,500 to an officer and a shareholder of the Company for the services of certain contractors in connection with a customer project that the officer and shareholder paid for personally on October 3, 2022.

Financial Position, Results of Operations and Cashflows

Results of Operations

The following summarizes the results of operations of the Company for the three and nine months ended September 30, 2022 and 2021:

	Three months ended September 30, 2022	**Three months ended September 30, 2021**	**Nine months ended September 30, 2022**	**Nine months ended September 30, 2021**
Revenues:				
Advertising revenue	$1,330,556	-	$1,920,923	$ -
Expenses:				

Consultants and subcontractors	970,395	500,151	2,869,891	1,071,373
Share-based payments	358,841	104,846	1,263,786	610,152
Professional fees	262,995	76,565	1,078,470	544,037
General and administrative	410,380	217,467	1,099,438	512,015
Advertising and promotion	326,995	98,190	964,570	238,922
Salaries, wages and benefits	167,152	201,485	548,833	360,077
Depreciation and amortization	26,104	11,149	164,532	33,444
Foreign exchange (gain) loss	(77,376)	-	120,526	-
Finance costs, net	33,686	(969)	65,393	194,071
Listing expense	-	-	-	3,197,576
Research and development	-	267,562		710,040
Impairment loss on intangible assets	987,593	-	987,593	170,000
Loss on revaluation of conversion option liability	-	-	-	8,000
OCI – Exchange difference on translating foreign operations	(2,736,909)	-	(2,751,255)	-
Total comprehensive income (loss)	**$600,740**	**$(1,476,446)**	**$(4,490,854)**	**$7,631,707**

Revenues of $1,330,556 and $1,920,923 for the three and nine months ended September 30, 2022, respectively (2021 - $nil and $nil, respectively) were recognized. These revenues reflect both direct advertising revenues as well as programmatic advertising revenues. Revenues are derived from both Canadian and US sources with US-source revenues comprising the majority. The Company's customers are varied and established and include one of the four major Canadian banks, major professional sports leagues as well as a world-leading technology company.

Consultants and subcontractor costs for three months and nine months ended September 30, 2022 of $970,395 and $2,869,891, respectively (2021 - $500,151 and $1,071,373, respectively) consist primarily of contractor payments to the Chief Operating Officer, Chief Revenue Officer, Chief Strategy Officer and sales personnel of the Company for executive management services provided as well as amounts due to firms providing investor relations services. Additionally, subcontractors are used to assist with the advertising campaigns and content creation that generates the Company's revenues. As the Company has grown throughout the latter half of 2021 and now into 2022, the number of firms and individuals providing consulting or contractor services has also grown.

Share-based compensation for the three and nine months ended September 30, 2022 of $358,841 and $1,263,786, respectively (2021 - $104,846 and $610,152, respectively) represents the vesting of the options issued to members of management as well as certain consultants providing services to the Company. Additionally, share-based compensation represents the warrants issued including the 4,000,000 performance warrants issued to Blue Deer Capital.

Professional fees for the three and nine months ended September 30, 2022 of $262,955 and $1,078,470, respectively (2021 - $76,565 and $544,037, respectively) include legal fees paid for general corporate matters and financings, legal fees related to two lawsuits (see *Contingencies* section), legal fees related to the transaction with Transglobe notably in the prior year's period as well as fees due to auditors and accountants for audit and tax services.

General and administrative expenses for the three and nine months ended September 30, 2022 of $410,380 and $1,099,438, respectively (2021 - $217,467 and $512,015, respectively) consist of insurance costs, various travel and entertainment expenses related to investor presentations and meetings as well as supplies and other miscellaneous administrative expenses.

Advertising and promotion expenses for the three and nine months ended September 30, 2022 of $326,995 and $964,570, respectively (2021 - $98,190 and $238,922, respectively) includes numerous payments to firms marketing the company and its stock as well as firms providing data to the Company on the gaming industry.

Salaries, wages and benefits for the three and nine months ended September 30, 2022 of $167,562 and $548,833, respectively (2021 - $201,485 and $360,077, respectively) are for compensation related to a members of the executive management team hired in October 2020, the CEO subject to an employment agreement effective May 2021 as well as the 2021 additions of a VP Administration, the Head of NFT and the Head of Media and the additions of the Gamelancer, Inc. staff starting in April 2022.

Depreciation for the three and nine months ended September 30, 2022 of $26,104 and $164,532, respectively (2021 - $11,149 and $33,444, respectively) represents the depreciation of the Company's right of use asset, specifically the Company's office lease with the company of a shareholder of the Company as well as the amortization of the NFT platform. The right of use asset term commenced July 15, 2020 and is being depreciated on a straight-line basis over the term of the lease arrangement which ended on July 14, 2022.

The foreign exchange (gain)/loss for the three and nine months ended September 30, 2022 of ($77,376) and $120,526, respectively (2021 - $nil and $nil, respectively) represents the variances in the US/Canadian dollar foreign exchange rate on US dollar denominated payable amounts.

Finance costs, net, for the three and nine months ended September 30, 2022 of $33,686 and $65,393, respectively (2021 – ($969) and $194,071, respectively) largely consist of bank charges and interest expense on the lease liability related to the office lease arrangement with a company owned by a shareholder of the Company (reflecting an annual discount rate of 12%) and, in the prior year, the accretion expenses on the convertible debentures.

The listing expense in the prior year relates to the reverse takeover transaction with Transglobe. Refer to the previous section *The Transaction with Transglobe*. The listing expense was non-cash and represents the difference between the consideration provided to consummate the transaction and the net assets acquired.

The impairment loss on the intangible assets for the three and nine months ended September 30, 2022 of $987,593 and $987,593, respectively (2021 - $nil and $170,000, respectively) represents the write-down of the NFT platform and domain name acquired as part of the EGCI transaction. As noted, the Company announced the exit from the NFT business during this quarter. In 2021, the loss relates to costs incurred with a previous supplier who was contracted to build out the gaming rewards and loyalty platform.

The loss on revaluation of the conversion option liability relates to the convertible debentures of the prior year periods.

The exchange difference on translating foreign operations included within 'other comprehensive income' of $2,736,909 and $2,751,255 for the three and nine months ended September 30, 2022, respectively, (2021 - $nil and $nil, respectively), represents an unrealized foreign exchange translation gain on consolidating the subsidiaries Gamelancer Inc. and Wondr Gaming USA Corp., with a functional currency in US dollars, into Canadian dollars at the financial reporting date of September 30, 2022.

Financial Position and Cashflows

The following summarizes the financial position of the Company as at September 30, 2022 and December 31, 2021:

	As at September 30, 2022	**As at December 31, 2021**
Assets:	**$**	**$**
Current assets	2,365,088	4,423,336
Restricted cash	50,000	50,000
Deposits	4,425	4,425
Property and equipment	2,480	4,645
Intangible assets	937,229	1,114,760
Right-of-use asset	-	22,291
Goodwill	43,758,400	2,228,451
Liabilities:		
Current liabilities	11,116,987	1,697,727
Shareholders' equity:		
Common shares	49,289,952	16,915,434
Warrant reserve	2,167,781	804,722
Share-based benefits reserve	992,198	388,467
Accumulated other comprehensive loss	2,588,010	(163,245)
Deficit	(19,037,306)	(11,795,197)

Current assets consist of cash of $412,627 (2021 - $3,752,581), receivables of $1,644,710 (2021 - $367,327), inventory comprised of game controllers of $89,042 (2021 - $ nil) and prepaid expenses and deposits of $218,709 (2021 - $303,428).

Including revenues of $1,920,923 for the nine months ended September 30, 2022, cash flows used in operations for the nine months ended September 30, 2022 was $4,329,495 (2021 – $3,485,940).

Cash flows used in investing activities for the nine months ended September 30, 2022 was $9,205,181 (2021 - $48,229) and largely related to the acquisitions of Gamelancer, Inc. ($8,839,927) and JoyBox Media Inc. ($131,526).

Cash flows provided from financing activities for the nine months ended September 30, 2022 was $10,194,722 (2021 - $8,211,316) and consisted of largely of the proceeds from the private placement of common shares and warrants, net of transaction costs. In 2021, the amount related largely to the issuance of subscription receipts and Units net of transaction costs. Lease payments related to the office lease of $22,800 and $34,200 in the nine months ended September 30, 2022 and 2021, respectively, are also netted against the cash flows provided by financing activities.

The receivables balance of $1,644,710 (2021 - $367,327) consists largely of a HST receivable of $480,516 (2021 - $226,771) with $1,163,736 (2021 - $140,098) related to trade receivables. Prepaid expenses of $218,709 (2021 - $303,428) consist of prepaid fees related to the Company's customer relationship management platform as well as a company providing market data information. Inventory of $89,042 (2021 - $nil) relates to game controllers held by Gamelancer, Inc. for a future ecommerce initiative.

Restricted cash of $50,000 (2020 - 50,000) consists of a GIC entered into as security for corporate credit cards.

Deposits of $4,425 (2021 - $4,425) consists of the rental deposit on the Company's office location paid to a company owned by a shareholder of the Company. Property and equipment of $2,480 (2021 - $4,645) relates to computer equipment.

Intangible assets of $937,229 (2021 - $1,114,760) consist of $nil (2021 - $1,096,845) in the value of the NFT platform acquired with the acquisition of EGCI as well as domain names of $147,751 (2021 - $17,915). The balance at September 30, 2022 reflected the wire-off of the NFT platform and domain name as the Company has exited the NFT business. The September 30, 2022 domain name balance includes $134,050 related to the purchase of the gaming.io domain name in March 2022. With the acquisition of Gamelancer, Inc. in April 2022, the intangible asset balance also includes $789,478 in technology assets, net of amortization, largely comprised of the gaming.io mobile app.

Goodwill of $43,758,400 (2021 - $2,228,451) relates to the acquisitions of JoyBox Media Inc. in March 2022 (goodwill of $1,490,807), Hot Dot Media Inc. in June 2021 (goodwill of $2,228,451), and the acquisition of Gamelancer, Inc. in April 2022 (goodwill of $36,827,063). Goodwill also reflects an amount of $3,212,079 representing foreign exchange rate changes on the consolidation of Gamelancer Inc. (US dollar functional currency) and Wondr Gaming USA Corp. as at September 30, 2022.

The right-of-use asset of $nil (2021 - $22,291) relates to the lease of the Company's office space from a company owned by a shareholder of the Company. The related lease liability includes a current portion recorded in current liabilities of $nil (2021 - $20,999). The lease term ended during the second quarter of 2022 and has not been renewed to-date.

Current liabilities are $11,116,987 (2021 - $1,697,727). Current liabilities consist of accounts payable and accrued liabilities of $2,812,125 (2021 - $1,619,923), deferred revenue of $157,743 (2021 - $46,305), due to related parties of $301,761 (2021 - $10,500) which includes $10,500 (2021 - $10,500) due to a former shareholder of HDM and current shareholder of the Company as well as receivable amounts on the books of Gamelancer. Inc. due to the former Gamelancer, Inc. shareholders as part of the acquisition deal. Current liabilities also include an amount of $6,815,403 (2021 - $nil) related to the future cash consideration due as part of the acquisition of Gamelancer, Inc. (US$2,500,000 was paid on November 7, 2022 and US$2,500,000 is due April 14, 2023). Current liabilities also include contingent consideration of $1,029,955 (2021 - $nil) with $859,281 due as part of the acquisition of JoyBox Media Inc. and $170,674 due as part of the Gamelancer, Inc. acquisition.

Accounts payable and accrued liabilities is comprised of miscellaneous vendor payables, audit accrual, advisory fee payable, legal fee payables, and accruals to various consultants providing services to the Company.

The warrant reserve in shareholders' equity of $2,167,781 (2021 - $804,722) represents the fair value of 446,674 common share purchase warrants issued in 2020 to consultants for services in connection with the private placement of common shares; the issue of 3,275,820 common share purchase warrants in connection with the private placement of the subscription receipts (i.e. Concurrent Financing); the issue of 2,320,000 warrants in connection with the Convertible Debentures, the issuance of 22,045,750 warrants in connection with the conversion of the subscription receipts and 4,000,000 warrants issued to Blue Deer Capital compensation for their advisory agreement. The balance also includes the 24,999,999 warrants issued and 1,633,229 broker warrants as part of the private placement of Units during the nine months ended September 30, 2022.

The share-based benefits reserve of $992,198 (2021 - $388,467) represents the fair value of the options issued to executive officers and various consultants as at September 30, 2022.

Selected Quarterly Information

Quarter Ended	September 30, 2022	June 30, 2022	March 31, 2021	December 31, 2021
Revenue	$1,330,556	$523,865	$66,502	$186,919
Net loss from continuing operations	$3,466,725	$3,417,345	$1,674,249	$1,947,619
Net loss on per share basis	$ -	$0.01	$0.01	$0.01
Quarter Ended	**September 30,**	**June 30, 2021**	**March 31, 2021**	**December 31,**

	2021			2020
Revenue	Nil	Nil	Nil	Nil
Net loss from continuing operations	$1,476,446	$5,661,101	$494,160	$1,037,110
Net loss on per share basis	$0.01	$0.04	$0.01	$0.01

Liquidity and Capital Resources

Pursuant to the Amalgamation Agreement with Transglobe, and as condition to the completion of the Transglobe transaction, on February 5, 2021 and February 12, 2021, 1Wondr Gaming completed the concurrent financings associated with the transaction (collectively, the "**Concurrent Financings**") of an aggregate of 44,091,500 subscription receipts (the "**Subscription Receipts**") at a price of $0.20 per Subscription Receipt for aggregate gross proceeds of $8,818,300. Immediately prior to completion of the Transglobe transaction, the Subscription Receipts automatically converted into 44,091,500 1Wondr Gaming Shares and 22,045,750 common share purchase warrants, for no additional consideration. The funds were held in escrow until completion of the transaction on May 3, 2021. The amount of $7,425,227, net of various transaction fees and payment obligations, was released and deposited into the bank account of the Company upon completion of the transaction.

On March 12, 2021, the Company raised an additional $1,000,000 by issuing units at a price per unit of $1,000. Each Unit consisted of one (1) Convertible Debenture in the principal amount of $1,000 and such number of warrants as is equal to $500 divided by the $0.25 (the "**Conversion Price**"). The Convertible Debentures are convertible at the option of the holder at the Conversion Price prior to the date of maturity which is sixty days following closing of a going public transaction. The Company has a prepayment right at any time following thirty (30) days after which the Company common shares are posted for trading on the CSE upon 15 days notice to the holder. The warrants are exercisable for one 1Wondr Gaming Share at a price of $0.40 for a period of twenty-four months from the date of issuance. On June 15, 2021, $300,000 principal amount of the Convertible Debentures was converted into 1,200,000 common shares. Subsequent to quarter-end, on July 3, 2021, the remaining $700,000 principal amount of Convertible Debentures matured and the principal repaid in cash. Of the $700,000 principal, interest of $6,192 was paid in cash on $200,000 while interest of $15,479 on the remaining $500,000 principal was repaid through the issuance of 61,917 common shares at the request of the holders.

During the nine months ended September 30, 2022, the Company completed a non-brokered private placement of 50,000,000 Units at a price of $0.20 per Unit for aggregate gross proceeds of $10,000,000. After transaction costs, the net proceeds received by the Company was $9,611,022.

With the funds raised to date, the Company expects to be able to fund its internal growth strategies as well as evaluate acquisition opportunities. The Company does not currently have a bank credit facility but may consider one in the future should management feel it will assist in achieving its strategic and operational objectives. As noted above under *Acquisition of Gamelancer, Inc.,* the Company used US$7,000,000 of the funds raised during the Q1.22 private placement to acquire Gamelancer Inc. With additional funds raised subsequent to September 30, 2022 (see previous section *Transactions Subsequent to September 30, 2022*) the Company paid the first of two US$2,500,000 due as part of the consideration for the acquisition of Gamelancer, Inc. The second payment of US$2,500,000 is due April 14, 2023. There is an additional obligation of US$125,000 as part of the Gamelancer, Inc. transaction should certain milestones related to the JoyBox acquisition be met. Additionally, there are contingent consideration elements related to the JoyBox transaction that may require further cash outlay should the contingent consideration milestones be met. The Company will need to meet these obligations through cash generated from the revenues of the Company and by securing additional external financing.

The Company is not economically dependent on any parties, has no off-balance sheet financing nor are there any restrictions on the use of its cash other than the GIC held as security for corporate credit cards.

At this time, although the Company is now generating revenues and showing healthy revenue gorwth, the Company is not anticipating an ongoing profit from operations in the immediate term, therefore it will be dependent on its ability to obtain equity or debt financing for growth. The Company may need additional capital, and may raise additional funds should the board of directors of the Company (the "**Board of Directors**") deem it advisable.

During the current and comparative periods ended September 30, 2022 and 2021, the Company had minimal or negative operating cash flow because it had modest revenues and significant operating expenses. In addition, as a result of the Company's business plans for the development of its products, the Company expects cash flow from operations to be negative until revenues grow to a point of offsetting its operating expenditures. While continuing to focus on continued revenue growth, the Company is also actively looking at any operating efficiencies to reduce expenditures. The Company's cash flow from operations may be affected in the future by expenditures incurred by the Company to continue to develop its products and services. The amounts set out above for use as working capital may be used to offset this anticipated negative operating cash flow.

Critical Accounting Estimates

Application of the Company's accounting policies in compliance with International Financial Reporting Standards ("**IFRS**") requires the Company's management to make certain judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. These estimates and assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, an effect on the results of operations or financial condition of the Company.

Financial Instruments

Recognition and Classification

Financial Assets

All financial assets are initially recognized at fair value, adjusted by, in the case of instruments not at fair value through profit or loss, directly attributable transaction costs. After initial recognition, financial assets are subsequently classified and measured at either fair value through profit or loss ("**FVTPL**"), fair value through other comprehensive income ("**FVTOCI**") or amortized cost based on the Company's assessment of the business model within which the financial asset is managed and the financial asset's contractual cash flow characteristics.

The Company measures cash at FVTPL as at September 30, 2022 and December 31, 2021.

Financial assets measured at amortized cost are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are carried at amortized cost using the effective interest method less impairment. Accounts receivable and short-term investments are classified as measured at amortized cost.

Financial Liabilities

The Company classifies its financial liabilities into one of the following two categories; measured at amortized cost and measured at FVTPL. The Company has designated the derivative conversion option related to the Convertible Debentures as being measured at FVTPL.

Financial liabilities measured at amortized cost are initially recognized at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest-bearing liabilities are subsequently measured at amortized cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the balance sheet.

Accounts payable and accrued liabilities, due to related party, lease liabilities and long-term debt are initially recognized at fair value and subsequently measured at amortized cost using the effective interest method.

Derecognition

Financial assets are derecognized only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. The Company derecognizes financial liabilities when the Company's obligations are discharged, cancelled, or they expire.

Offsetting

Financial assets and liabilities are offset and the net amount presented in the statements of financial position when, and only when, the Company has a legal right to offset the recognized amounts and it intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Fair Value and Market Value Measurement

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction on the measurement date.

When available, the Company measures the fair value of an instrument using quoted market prices in an active market for that instrument. A market is regarded as active if quoted prices are readily and regularly available and represent actual and regularly occurring market transactions on an arm's length basis.

The fair value hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1), and the lowest priority to unobservable inputs (level 3).

The three levels of the fair value hierarchy are as follows:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2: Inputs other than quoted prices included in level 1 that are observable for the asset or liability either directly or indirectly;
Level 3: Inputs that are not based on observable market data.

Impairment of Financial Assets

At each reporting date, the Company assess whether there is objective evidence that financial assets not carried at FVTPL are impaired. A financial asset or a group of financial assets are impaired based upon the expected credit loss ("**ECL**") model.

Financial Risk Factors

The Company's business is subject to certain risks, including but not restricted to risks related to: market risk for securities, future financing risks; going-concern risks; global economy risks; use of proceeds risks; volatility of the Company's share price following a listing on a public exchange and the lack of trading history for the Common Shares; increased costs of being a publicly traded company; limited operating history in an evolving industry and history of losses; lack of brand development; expectations with respect to advancement in technologies; currency fluctuations; interest rates; taxes on the Company and its products; liabilities that are uninsured or uninsurable; economic conditions, dependence on management and conflicts of interest; intellectual property rights; attracting and retaining quality employees; key personnel risk; management of growth; product and services development; expansion risk; breach of confidential information; competition within the technology industry; corporate matters; issuance of debt; third party credit; short term investments; shares reserved for issuance; credit risk; liquidity risk; interest rate risk; and described from time to time in the Company's documents filed with Canadian securities regulatory authorities; and other factors beyond the Company's control.

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk, and market risk (including interest rate risk, and foreign exchange rate risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The Company's credit risk is primarily attributable to cash and accounts receivable. The Company has no significant concentration of credit risk arising from operations. Cash consists of cash at banks and on hand. The cash has been invested and held with reputable financial institutions, from which management believes the risk of loss to be remote. The Company`s customer base is diversified with no reliance on any one client.

Liquidity Risk

Liquidity risk refers to the risk that the Company will not be able to meet its financial obligations as they become due, or can only do so at excessive cost. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, or as a result of conditions specific to the Company. As at September 30, 2022, the Company had a cash balance of $412,627 (2021 - $3,752,581) to settle current liabilities of $11,116,987 (2021 - $1,697,727). As described previously, the Company used US$7,000,000 of this cash balance to fund the cash consideration due on closing as part of the acquisition of Gamelancer on April 14, 2022. As described above under *Liquidity and Capital Resources*, there are additional cash consideration obligations as part of both the Gamelancer and JoyBox acquisitions with a total of US$5,000,000 related to the Gamelancer acquisition due within twelve months from the April 14, 2022 closing date. The Company paid US$2,500,000 of the US$5,000,000 owing on the Gamelancer Inc. acquisition on November 7, 2022. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity. As the Company does not generate significant revenue, managing liquidity risk is dependent upon the ability to secure additional financing, controlling expenses, and preserving cash.

Most of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Market Risk

Interest Rate Risk

The Company's long-term debt consists of both a fixed and market driven variable interest rate. The Company has assessed the associated interest rate risk as minimal.

Capital Management

The Company manages its capital with the following objectives:

(i) To ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
(ii) To maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by Management and the Board of Directors on a regular basis.

The Company considers its capital to be equity, comprising share capital and deficit, which at September 30, 2022 totaled shareholders' equity of $36,000,635 (December 31, 2021 – shareholders' equity of $6,150,181). The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. Information is provided to the Board of Directors of the Company. The Company is not constrained by externally imposed capital requirements. The Company's capital management objectives, policies and processes have remained unchanged during the nine months ended September 30, 2022.

Related Party Transactions

The remuneration of key management personnel, including directors and officers, during the period was as follows:

	Three months ended September 30, 2022	**Three months ended September 30, 2021**	**Nine months ended September 30, 2022**	**Nine months ended September 30, 2021**
	$	**$**	**$**	**$**
Short-term benefits	430,414	279,799	1,282,133	616,381
Share-based compensation	153,720	9,129	185,568	244,529
	584,134	**288,928**	**1,467,701**	**860,910**

Short-term benefits for the three and nine months ended September 30, 2022 include salaries of $132,500 and $397,500, respectively (2021 - $132,501 and $255,168, respectively) and consulting fees of $297,914 and $884,633, respectively (2021 - $149,298 and $361,212, respectively). Consulting fees, either paid to the individual or to a company controlled by key management personnel, were recognized in the financial statements in the line item 'consultants and sub-contractors'.

Included in the share-based compensation amount of $153,720 for the three months ended September 30, 2022, is share-based compensation of $200,000 representing the fair value of 5,000,000 options with immediate vesting issued to a company controlled by a director of the Company for advisory services. These options were exercised (at their $0.10 exercise price) during the three months ended September 30, 2022 resulting in a cash inflow to the Company of $500,000 and the issuance of 5,000,000 common shares to this company out of treasury on August 29, 2022.

In 2020, the Company entered into an arrangement with a related party for the rental of office premises. The lessor is a company owned by a shareholder of the Company. The Company recognized a right-of-use asset and corresponding lease liability upon entering into the lease. The lease liability was measured at the present value of the remaining lease payments at a discount rate of 12% per annum.

The balance of the right-of-use asset is as follows:

	As at September 30, 2022	As at December 31, 2021
	$	$
Beginning balance	22,291	66,883
Recognized during the year	-	-
Depreciation	22,291	44,592
	-	**22,291**

The balance in the related lease liability is as follows:

	As at September 30, 2022	As at December 31, 2021
	$	$
Beginning balance	20,999	63,797
Recognized during the year	-	-
Interest expense	1,801	2,802
Lease payments	(22,800)	(45,600)
	-	**20,999**

As part of the private placement during the nine months ended September 30, 2022, members of executive management and directors purchased $2,050,000 of the total gross proceeds of $10,000,000 raised.

On October 3, 2022, an officer and shareholder of the Company paid US$67,500 to pay for the services of certain contractors in connection with a customer project. The Company repaid this amount on November 28, 2022.

On November 3, 2022, as part of the Debenture Unit Offering (see *Transactions Subsequent to September 30, 2022*), 1,363 Debenture Units were issued to an officer and shareholder of the Company.

Contingencies

Statement of Claim – March 17, 2021

On March 17, 2021, a statement of claim was filed against the Company and two directors/officers alleging breach of contract, breach of fiduciary duty, knowing assistance of breach of fiduciary duty, breach of the duty of honest performance, unjust enrichment, breach of trust, appropriation of corporate opportunities and unlawful means. The claim is for $320 million. No provision has been recognized in the financial statements as the Company's management believes that the claim is baseless, without merit and egregious with no probable loss. The Company cannot however reasonably predict the outcome. In connection with the claim, on April 28, 2021, a motion for an interim injunction preventing the Company from conducting its business was made and subsequently a judgment in favour of the Company was granted. The Company continues to seek dismissal of the claim.

On October 7, 2021, the Company filed a Statement of Defence and Counterclaim in the Ontario Superior Court of Justice. The Company is seeking damages for abuse of process, dismissal of the action for abuse of process and reimbursement of costs.

On November 16, 2021, the Company received a notice that the Company has been awarded $59,206 in cost reimbursement related to this matter. The Company received this money in December 2021.

Statement of Claim – July 29, 2021

On July 29, 2021, a statement of claim was filed against the Company by GroupBy Inc., its loyalty program provider, alleging breach of contract and unjust enrichment and seeking US$4,136,807 plus interest and costs. The Company intends to vigorously defend this statement of claim. As litigation is subject to many uncertainties, it is not possible to predict the ultimate outcome of this claim or to estimate the loss, if any, which may result. Accordingly, the outcome of the claim is not yet determinable, and the extent to which an outflow of funds may be required to settle this possible obligation cannot be reliably determined.

On September 7, 2021, the Company filed a Statement of Defence and Counterclaim in the Ontario Superior Court of Justice against GroupBy Inc. The Company claims, among other things, GroupBy Inc.'s failure to perform the services and misrepresentation and seeks dismissal of the action. Furthermore, the Company is counterclaiming seeking damages of $400,000 plus costs for breach of contract and negligent misrepresentation.

On October 27, 2021, the Company filed a Third-Party Counterclaim in the Ontario Superior Court of Justice against an individual who is a former director of the Company and CEO of GroupBy Inc. claiming breach of fiduciary duties and duties of good faith and is seeking US$4.1 million in damages plus costs.

Risks and Uncertainties

The success of the Company is dependent, among other things, on obtaining sufficient funding to enable the Company to develop its business including the remaining obligations related to the acquisitions of Gamelancer and JoyBox as previously described herein. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay in executing the Company's business plan. The Company will require new capital to continue to operate its business, and there is no assurance that capital will be available when needed, if at all. It is likely such additional capital will be raised through the issuance of additional equity, which will result in dilution to the Company's shareholders.

The operations of the Company may require licenses and permits from various local, provincial and federal governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out development of its business or operations.

Certain directors or proposed directors of the Company are also directors, officers or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest, which they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the

Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

The Company does not have a historical track record of operating upon which investors may rely. Consequently, investors will have to rely on the expertise of the Company's management. The Company does not have a history of earnings or the provision of return on investment, and there is no assurance that it will produce revenue, operate profitably or provide a return on investment in the future.

Dependence on Key Employees

The Company's business and operations are dependent on retaining the services of a small number of key employees. The success of the Company is, and will continue to be, to a significant extent, dependent on the expertise and experience of these employees. The loss of one or more of these employees could have a materially adverse effect on the Company. The Company does not maintain insurance on any of its key employees.

Accountability and oversight of the Company rests with the Board. The Company will continue to evaluate and potentially expanded its management team to oversee the business development activities of the Company and perform all core functions.

Competitive Conditions

The markets for the Company's products are competitive and rapidly changing, and a number of companies offer products similar to the Company's products and target similar customers. The Company believes its ability to compete depends upon many factors within and outside its control, including the timely development and introduction of new products and product enhancements; product functionality, performance, price and reliability; customer service and support; sales and marketing efforts; and the introduction of new products and services by competitors.

Potential Dilution

The issue of common shares of the Company upon the exercise of the options and warrants will dilute the ownership interest of the Company's current shareholders. The Company may also issue additional option and warrants or additional common shares from time to time in the future. If it does so, the ownership interest of the Company's then current shareholders could also be diluted.

Current Global Financial Conditions and Trends

Securities of technology companies in public markets have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in Canada and globally, and market perceptions of the attractiveness of particular industries. The price of the securities of Companies in the technology sector are also significantly affected by proposed and newly enacted laws and regulations, currency exchange fluctuation and the political environment in the local, provincial and federal jurisdictions in which the Company does business. The economy remains in a period of volatility, although there have been signs of positive economic growth in North American and European markets. Continued volatility is expected in the near term.

Share Data

As at September 30, 2022 there were 439,344,694 common shares outstanding; 58,721,522 warrants convertible into 58,721,522 common shares and 1,637,935 warrants; 22,472,500 options to purchase common shares outstanding.

As at the date of this report, there were 443,507,494 common shares outstanding; 59,759,429 warrants convertible into 59,759,429 common shares and 1,637,935 warrants; and 34,922,500 options to purchase common shares outstanding.

Additional Information

Additional information relating to the Company, including additional risk factors, are available in the listing statement of the Company filed on the Company's SEDAR profile at www.sedar.com under 'Gamelancer Media Corp.'