



**GAMELANCER MEDIA CORP.**

**Annual Information Form**

For the year ended December 31, 2022

Dated as of July 5, 2023

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## PRELIMINARY NOTES

This annual information form (“AIF”) of Gamelancer Media Corp. (the “Company” or “Gamelancer”) is prepared in the form prescribed by National Instrument 51-102 – *Continuous Disclosure Obligations* of the Canadian Securities Administrators. All dollar amounts in this AIF are expressed in Canadian dollars unless otherwise indicated. All information in this AIF is as of December 31, 2022, unless otherwise indicated.

### FORWARD-LOOKING INFORMATION

Certain statements contained in this AIF, particularly in the sections below entitled “*Description of The Business*” and “*Risk Factors*”, contain “forward-looking information” within the meaning of applicable securities laws. Forward-looking information may relate to our future outlook and anticipated events or results and may include information regarding our financial position, business strategy, growth strategy, budgets, operations, financial results, taxes, dividend policy, plans, and objectives. In some cases, forward-looking information can be identified by the use of forward-looking terminology such as “plans”, “targets”, “expects”, “does not expect”, “is expected”, “an opportunity exists”, “budget”, “scheduled”, “estimates”, “outlook”, “forecasts”, “projection”, “prospects”, “strategy”, “intends”, “anticipates”, “does not anticipate”, “believes”, or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might”, “will”, “will be taken”, “occur” or “be achieved”. In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent management’s expectations, estimates and projections regarding future events or circumstances.

The forward-looking information contained in this AIF is based on management’s opinions, estimates and assumptions in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we believe to be appropriate and reasonable in the circumstances. Despite a careful process to prepare and review the forward-looking information, there can be no assurance that the underlying opinions, estimates and assumptions will prove to be correct. Certain assumptions are material factors made in preparing the forward-looking information and management’s expectations contained in this AIF, including assumptions in respect of the continued popularity of the gaming industry and social media platforms, the continued popularity and success of Gamelancer’s social media channels and influencers, our competitors, changes in technology, our reliance on partnerships and third parties, brand developments, reputational risks, marketing risks, reliance on management and key employees, management of growth, currency fluctuations, our ability to complete favourable acquisitions, the difficulties we may face integrating such acquisitions, development costs, legal proceedings, our reliance on business partners, limited long-term agreements for advertising revenue, maintenance of our technology infrastructure and cybersecurity, privacy protection, protection of intellectual property rights, infringements of intellectual property rights, operating risks, conflicts of interest, difficulty to forecast, our limited operating history, regulatory risks, the requirements of being a public company, the resale of our Common Shares, the market for our securities, dividends, global financial conditions, uncertainty and adverse changes in the economy, public health crises, dilution from further equity financing and declining share price, uncertainty of use of proceeds, viable revenues and earnings, tax considerations, negative operating cash flow, credit risk, and liquidity risk.

The information contained in this AIF (a) is provided as at the date hereof, or as otherwise indicated, and is subject to change without notice, (b) does not purport to contain all the information that may be necessary or desirable to fully and accurately evaluate an investment in the Company, and (c) is not to be considered as a recommendation by the Company or any other person on behalf of the Company that any person make an investment in the Company. We disclaim any intention or obligation or undertaking to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required under applicable securities laws in Canada.

Forward-looking information is necessarily based on a number of opinions, estimates and assumptions that management considered appropriate and reasonable as of the date such statements are made and is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information, including but not limited to those referred to under the heading “*Risk Factors*” in this AIF and those identified in our Management’s Discussion & Analysis for the year ended December 31, 2022, which is available under our profile on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at [www.sedar.com](http://www.sedar.com).

We caution that the list of risk factors and uncertainties under the heading “*Risk Factors*” is not exhaustive and other factors could also adversely affect our results. Readers are urged to consider the risks, uncertainties and assumptions carefully in evaluating the forward-looking information in this AIF and are cautioned not to place undue reliance on such information.

All of the forward-looking information contained in this AIF is expressly qualified by this cautionary statement.

## CORPORATE STRUCTURE

### Name, Address and Incorporation

The Company was incorporated as Aitchison Capital Inc. under the laws of the Province of British Columbia on June 24, 1999. Effective June 18, 2002, by articles of amendment, the Company changed its name to “Transglobe Internet and Telecom Co., Ltd.”. Further to submission of a restoration application, the Company was issued a certificate of restoration on December 6, 2019. In connection with the Wondr Transaction (as defined below), effective April 30, 2021, by articles of amendment, the Company changed its name to “Wondr Gaming Corp.”. In connection with the Gamelancer Transaction (defined below), effective April 14, 2022, by articles of amendment, the Company changed its name to “Gamelancer Gaming Corp.”. Effective September 27, 2022, by articles of amendment, the Company changed its name to “Gamelancer Media Corp.”. Effective April 5, 2023, by articles of continuance, the Company was continued from the Province of British Columbia to the Province of Ontario.

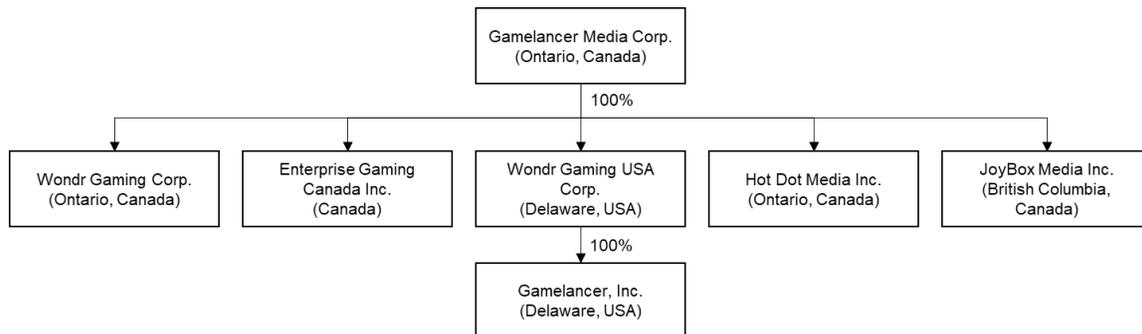
The Company's registered office, corporate head office and principal place of business is located at Suite 405, 120 Carlton Street, Toronto, Ontario, M5A 4K2.

The Company is a reporting issuer in the Provinces of British Columbia, Alberta and Ontario.

The common shares of the Company (each, a “**Common Share**”) are listed for trading on the Canadian Securities Exchange (“**CSE**”) under the symbol “GMNG” (listed in May 2021), on the Frankfurt Exchange under the symbol “P93” (listed in October 2021) and on the OTCQB Venture Market in the United States under the symbol “GAMGF” (listed in January 2022). The Company's Common Shares became eligible for book-entry and depositary services on June 28, 2022, through Depositary Trust Company in the United States. Certain warrants of the Company were listed for trading on the CSE under the symbol “GMNG.WT” (listed in May 2021) until their expiry on May 3, 2023.

### Inter-corporate Relationships

Set out below is the corporate structure of the Company and its subsidiaries, including the jurisdiction of incorporation and the percentage of votes attaching to all voting securities of the subsidiary owned, controlled or directed by the Company.



## **GENERAL DEVELOPMENT OF THE BUSINESS**

Gamelancer is a media and entertainment company that structures and builds creative marketing campaigns for brands and owns and operates a social media network of over 54 channels across TikTok, Snapchat and Instagram where it sells direct advertising for clients and partners (*Gamelancer Media*). Gamelancer develops brand, agency and creator relationships through its strategic partnerships with TikTok North America and Snap Inc., and operates a business with Snapchat where it creates Snapchat Discover shows which generate monthly recurring revenue.

### **Three-Year History**

#### **Acquisitions:**

##### **Wondr Gaming Corporation (May 3, 2021):**

In connection with the listing of the Company's Common Shares on the CSE, the Company completed a three-cornered amalgamation (the "**Wondr Transaction**") with Wondr Gaming Corporation, formerly 1Wondr Gaming Corporation ("**Wondr**"), pursuant to which the Company acquired all of the issued and outstanding common shares of Wondr in exchange for Common Shares of the Company. The Wondr Transaction was carried out in accordance with the terms and conditions of an amalgamation agreement dated October 20, 2020 between the Company, Wondr and 2778533 Ontario Inc. (the "**Wondr Agreement**"). Pursuant to the Wondr Agreement, the Company issued an aggregate of 134,735,966 Common Shares to the former Wondr shareholders, such that upon completion of the Wondr Transaction the total issued and outstanding Common Shares of the Company was 151,348,045, with the former Wondr shareholders holding approximately 89% of the total number of the issued and outstanding Common Shares and the original shareholders of the Company following the consolidation (as described below) holding approximately 11% of the outstanding Common shares.

Prior to the completion of the Wondr Transaction, the Company consolidated its Common Shares on the basis of 30 pre-consolidation shares for one post-consolidation Common Share and the Company changed its name from "Transglobe Internet and Telecom Co., Ltd." to "Wondr Gaming Corp."

##### **Enterprise Gaming Canada Inc. (June 1, 2021):**

The Company completed the acquisition of Enterprise Gaming Canada Inc. ("**Enterprise**"), owner of a proprietary Non-Fungible Token ("**NFT**") platform, pursuant to a binding agreement dated May 17, 2021. Pursuant to the agreement, the Company issued an aggregate of 4,000,000 Common Shares at a deemed price of \$0.25 per Common Share, to the shareholders of Enterprise on a pro-rata basis.

The Common Shares issued in connection with the acquisition of Enterprise were subject to a four-month resale restriction and an 18-month voluntary escrow agreement between the selling shareholders of Enterprise and the Company.

Hot Dot Media Inc. (June 7, 2021):

The Company completed the acquisition of all of the issued and outstanding common shares of Hot Dot Media Inc. (“**Hot Dot**”), a social media agency focused on emerging platforms with media reach through a diverse network of creators with millions of followers across TikTok, Instagram, Facebook and YouTube. As consideration for the acquisition of Hot Dot, the Company issued an aggregate of 8,000,000 Common Shares at a deemed price of \$0.25 per Common Share to the shareholders of Hot Dot.

The Common Shares issued in connection with the acquisition of Hot Dot were subject to a four-month resale restriction and an 18-month voluntary escrow agreement between the selling shareholders of Hot Dot and the Company. With the acquisition of Hot Dot, the Company vertically integrated with influencer reach and an entrepreneur team to work with targeted audiences within its ecosystem.

JoyBox Media Inc. (March 3, 2022):

The Company acquired all of the issued and outstanding common shares of JoyBox Media Inc. (“**JoyBox**”), a media and marketing agency focused on short-form video content for celebrities, brands, and creators (the “**JoyBox Transaction**”). The acquisition was made pursuant to an amended and restated purchase agreement on February 17, 2022. As consideration for the JoyBox Transaction, the Company issued on closing 3,333,332 Common Shares at a deemed price per Common Share of \$0.15, having a value of \$500,000, and a closing cash payment of \$131,526 in the aggregate. An additional cash payment of \$84,237 and 2,333,333 Common Shares will be issued to the selling shareholders of JoyBox following the quarterly financial period of the Company in which JoyBox generates at least \$500,000 in gross revenue. A further cash payment of \$84,237 and 2,333,333 Common Shares will be issued to the selling shareholders of JoyBox following the quarterly financial period of the Company in which JoyBox generates at least \$1,000,000 in gross revenue.

All Common Shares issued in connection with the JoyBox Transaction are subject to a statutory four-month hold and 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 closing date, the second release of 25% to be released after 21 months from the closing date, the third release of 25% after 24 months from the closing date and the final 25% after 27 months from the closing date.

Gamelancer, Inc. (April 14, 2022):

Pursuant to a stock purchase agreement between the Company, Wondr Gaming USA Corp. (the Company’s wholly-owned U.S. subsidiary), Gamelancer, Inc., the former shareholders of Gamelancer, Inc. and Razvan Romanescu (as the shareholder representative for the former Gamelancer, Inc. shareholders) dated March 21, 2022 (the “**Gamelancer Acquisition Agreement**”), the Company acquired all the issued and outstanding common shares of Gamelancer, Inc. (the “**Gamelancer Transaction**”), a gaming platform on TikTok and Snapchat, with, at such time, 22 owned and operated channels, over 26.5 million followers, and over 1 billion monthly video views predominantly geolocated in North America, the United Kingdom and Australia. The Gamelancer Transaction was made pursuant to a stock purchase agreement dated March 21, 2022.

As initial consideration for the acquisition, the Company issued 212,338,900 Common Shares and agreed to pay US\$12,000,000 in cash payments to the shareholders of Gamelancer, Inc. on a pro-rata basis, in accordance with the following timeline: (i) US\$7,000,000 on closing; (ii) US\$2,500,000 six months from closing; and (iii) a final US\$2,500,000 12 months from closing. The Company also agreed to pay a further aggregate US\$125,000 cash payment contingent on the satisfaction of certain revenue milestones being met in JoyBox. To date, the Company has paid US\$9,500,000 corresponding to the initial payment on closing and the payment due six months from closing as noted above.

All Common Shares issued in connection with the Gamelancer Transaction are subject to a voluntary escrow of up to 36 months and a statutory four-month hold, with 10% of the Common Shares released on closing and 15% released every six months thereafter over the next 36 months. The Gamelancer Transaction was a significant acquisition for which disclosure is required under Part 8 of National Instrument 51-102 – *Continuous Disclosure Obligations*. On June 27, 2022, the Company filed Form 51-102F4 (Business Acquisition Report) in respect of the Gamelancer Transaction.

### **Corporate Finance:**

#### Subscription receipts (February 2021):

On February 5 and 12, 2021, as a condition of the Wondr Transaction, Wondr 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 Wondr Transaction, the subscription receipts automatically converted into 44,091,500 common shares of Wondr and 22,045,750 warrants to purchase common shares of Wondr. Each warrant entitled 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 paid an aggregate of \$661,164 in cash commissions to certain eligible persons and issued 3,305,820 finders’ warrants. Each finders’ warrant entitled the holder to purchase one unit at an exercise price of \$0.20 for a period of two years from the closing date. Each unit is comprised of one Common Share of the Company and one-half Common Share purchase warrant, each whole warrant entitling the holder to purchase one Common Share at an exercise price of \$0.40 per Common Share.

#### Convertible debenture financing (March 12, 2021):

On March 12, 2021, in connection with the Wondr Transaction, Wondr 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 debentures (each a “**Convertible Debenture**”) of Wondr; and (ii) warrants of Wondr exercisable to purchase that number of common shares as is equal to \$500 divided by \$0.25, subject to adjustment (i.e., 2,000,000 warrants). Each warrant entitled 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.

In June 2021, \$300,000 Convertible Debentures were converted into Common Shares. In July 2021, the outstanding amount of \$700,000 Convertible Debentures were repaid in full upon maturity by the Company.

Private placement of units (January – February 2022):

On January 27, 2022, the Company closed the first tranche of a non-brokered private placement through the issuance of 35,430,000 units (each, a “**Unit**”) at a price of \$0.20 per Unit for aggregate gross proceeds of \$7,086,000. Each Unit was 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 closing.

The second and final tranche of the private placement closed on February 18, 2022 through the issuance of 14,570,000 Units at a price of \$0.20 per Unit for gross proceeds of \$2,914,000. The aggregate gross proceeds raised were \$10,000,000 through the issuance of an aggregate of 50,000,000 Units.

In connection with the first and second tranches, the Company paid certain eligible persons aggregate cash commissions of \$285,670 and issued 1,410,850 broker warrants, each entitling 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 closing. In addition, Echelon Capital Markets acted as financial advisor for the Company and was paid: (i) an advisory fee of \$50,000; (ii) a cash commission of \$82,975.90; and (iii) issued 257,379 broker warrants as described above.

Private placement of debenture units (November 2022):

On November 3, 2022, the Company closed the first tranche of a non-brokered private placement through the issuance of 4,111 debenture units (each a “**Debenture Unit**”) at a price of \$1,000 per Debenture Unit for aggregate gross proceeds of \$4,111,000. Each Debenture Unit is comprised of \$1,000 principal amount of 12% secured debentures of the Company (each, a “**Debenture**”) and 100 Common Share purchase warrants of the Company. Each warrant is exercisable into one Common Share of the Company at an exercise price of \$0.07 for a period of 36 months from closing. The Debentures will mature on the date that is 60 months from closing (the “**Maturity Date**”) and bear interest at a rate of 12.00% per annum from closing, with the first 18 months of accrued interest payable on the Maturity Date. The Debentures are subject to redemption, in whole or in part, at the option of the Company at any time after the first 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.

The second and final tranche of this private placement closed on November 24, 2022 through the issuance of 439 Debenture Units at a price of \$1,000 per Debenture Unit for aggregate gross proceeds of \$439,000. The aggregate gross proceeds raised were \$4,550,000 through the issuance of an aggregate 4,550 Debenture Units.

Computershare Trust Company of Canada acted as transfer agent and bare trustee to hold a first-ranking security interest on behalf of the Debenture holders and the Company entered into a general security agreement with Computershare which includes standard default conditions customary for a transaction of this nature.

In connection with the first and second tranches, the Company paid certain eligible persons aggregate cash commissions of \$95,550 and issued 745,707 broker warrants, each broker warrant entitling the holder thereof to acquire one Common Share at an exercise price of \$0.07 per Common Share for a period of 36 months from the issuance of the broker warrant.

### **Strategic Partnerships and Business Development:**

#### Blue Deer Capital Partners Inc.:

On May 17, 2021, the Company entered into a consulting agreement with Blue Deer Capital Partners Inc. (“**Blue Deer**”), a capital markets advisory firm focused on mission-driven entrepreneurs, whereby Blue Deer agreed to provide business, operational and strategic advice to the Company in exchange for 4,000,000 performance warrants exercisable by Blue Deer at a price of \$0.29, expiring three years from the date of issuance. The performance warrants were subject to the following vesting schedule agreed to by the Company and Blue Deer: (i) 1,000,000 performance warrants vesting immediately upon execution of the consulting agreement; (ii) 1,000,000 on the four-month anniversary of the consulting agreement; and (iii) 2,000,000 performance warrants vesting on the 12-month anniversary of the consulting agreement.

#### Chris Boucher and Fred VanVleet:

On May 6, 2021, the Company announced an agreement to collaborate with the Toronto Raptors’ player, Chris Boucher, to celebrate season three of *Call of Duty: Warzone* in Canada by live-streaming Mr. Boucher’s gameplay on the Company’s Twitch channel.

Fred VanVleet, NBA player with the Toronto Raptors, joined the Company’s team as Director of Strategic Athlete Engagement on June 8, 2021, providing the Company with strategic guidance on athlete engagement and partnerships, supporting influencer partnerships, helping the Company to enhance its presence in marginalized communities and promoting the Company on social channels and creative content campaigns.

On February 3, 2022, the Company partnered with Fred VanVleet, Chris Boucher and Samsung to host a *Call of Duty: Warzone* Plunder challenge on Twitch, facing off with streamers to promote the Samsung Odyssey monitor and SSD (solid state drive) for gamers.

On November 28, 2022, the Company and Fred VanVleet partnered with Samsung Canada to produce their ‘Connectivity’ campaign featuring multiple personalities to promote their connected devices and their functionalities.

#### Gamelancer, Inc.:

October 12, 2021, the Company partnered with Gamelancer, Inc. to sell media across its network – including over 20 channels, 19.5 million followers, and over 800 million monthly views – creating a unique revenue-generating media network in the gaming market, selling media programmatically and direct via curated content campaigns featuring professional gamers, athletes, and some of the most popular musicians in the world.

#### John Tavares:

On November 23, 2021, the Company partnered with Toronto Maple Leafs’ Captain, John Tavares and the John Tavares Foundation. Through its marketplace, the Company announced that it would mint and sell NFTs from John Tavares’ historic career and a share of all proceeds from the sale of John’s NFTs on the Company’s platform would go back to the John Tavares Foundation to support its initiatives in the community.

NFT partnerships and activities:

On October 12, 2021, the Company launched its loyalty and rewards platform, WondrRewards.com powered by Shopify Plus. The Company partnered with a number of organizations in the gaming, sports, and music industry, to launch NFTs and bring rewards and savings to users, who accumulate points by gaming and watching the Company’s and partner’s content.

Sports.WondrNFT.com was launched by the Company on November 15, 2021. The Company held its first NFT auction utilizing Shopify Plus. The Company partnered with a Canadian crypto custodian in order to mint NFTs on its own white-labelled NFT platform, engaged API solutions provider Wyre to exchange crypto to fiat in order to ensure the Company does not hold crypto on its balance sheet, and Shopify Plus as its marketplace to sell NFTs via credit card. The auction featured Olympic decathlon gold medalist, and closing ceremonies flag bearer, Damian Warner and supported KidSport Canada.

Through its platforms MemeStation.com (in partnership with Reddit Canada) and Music.WondrNFT.com, and using its white-label, NFT minting technology and media network, the company minted and sold NFT assets from several athletes and gamers working with global brands.

On September 20, 2022, the Company announced that it would take steps to write down its NFT assets and cease operating in the NFT market with a view of focusing its efforts 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. In line with the Company’s shift of focus, the Company’s name was changed to “Gamelancer Media Corp.” effective September 27, 2022.

Media, gaming and brand partnerships:

To date, Gamelancer’s network across multiple platforms produces and distributes content to over 39 million followers and subscribers, generating over 2 billion monthly video views. Gamelancer’s TikTok channel @Gaming, surpassed 10 million followers on November 21, 2022. This is a result of a number of gaming and brand partnerships secured by the Company which have allowed it to grow and expand its network, reaching new audiences. Below are some notable partnership deals secured by the Company for the year ended December 31, 2022:

Partner	Date Announced	Description
<b>IHC</b>	March 8, 2022	Agreement to curate and host a \$50,000 custom PUBG tournament for IHC – one of the leading cryptocurrencies in Asia. In addition to being listed on major crypto exchanges globally including its own exchange X-Meta, IHC also owns Zeus Esports Team (one of the top PUBG esports teams in Asia), and Team Checkmate (one of the leading CS:GO esports teams in Asia).
<b>ArcadeQuest</b>	March 11, 2022	Six-figure campaign consisting of 24 Twitch streams utilizing three prominent <i>Fortnite</i> creators, custom content across the Company’s network and NFT development and promotion.
<b>Playmaker</b>	May 9, 2022	Media off-take agreement to sell Gamelancer media inventory through their channels (with over 15 million followers) featuring a 60/40 revenue split in favour of Playmaker.

Partner	Date Announced	Description
<b>Gambit Rewards Inc.</b>	June 6, 2022	Partnership to integrate their unique free-to-play sports betting and gaming platform to Gamelancer's audience, introducing a new way for gamers to earn and play.
<b>G Fuel</b>	June 29, 2022	Renewal of the Company's partnership through the third and fourth quarters of 2022. The six-figure contract featured user-generated content curated by Gamelancer influencers.
<b>Stake.com</b>	July 6, 2022	Six-figure contract to broadcast content featuring Gamelancer and Stake influencers across the Company's channels on TikTok.
<b>Royal Bank of Canada</b>	July 12, 2022	Partnership to curate and broadcast a short-form video financial literacy campaign across the Company's TikTok channels. The financial literacy campaign featured short-form video content curated to help equip the Gen Z 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.
<b>Belkin</b>	July 26, 2022	Multi-quarter engagement to produce a campaign featuring North America's beat-box champions, Canadian comedian Akeem, and local influencers and artists. The campaign featured headphones, earbuds and smart speakers, which the viewing audience can purchase in-video while watching content on one of Gamelancer's 14 TikTok channels.
<b>Artista Records (Sony Music Entertainment)</b>	August 3, 2022	Agreement featuring Gamelancer curated content integrated with Arista recording artist Disco Lines, to be hosted across the Gamelancer TikTok and Instagram networks respectively.
<b>Celsius</b>	August 24, 2022	Partnership to curate a six-figure campaign produced by Gamelancer and broadcast across its network, promoting Celsius products.
<b>TikTok</b>	September 15, 2022	Gamelancer was selected as one of a small group of global TikTok partners to launch TikTok Games.
<b>Azzyland</b>	December 21, 2022	Agreement to become Azzyland's content production partner to produce and edit Azzyland's video content for YouTube, TikTok, Instagram, and Snapchat, including but not limited to original content, and co-branded assets featured on Azzyland's YouTube channel, via a 35%/65% revenue split in favour of Azzyland.

### Growth of Leadership Team:

The Company has made efforts to strengthen its leadership team with the incorporation of professionals whose knowledge and experience have led the Company through a period of growth, expansion, innovation and diversification, harnessing the potential of the Gamelancer network and the creative capabilities of its athletes, gamers and influencers. The following is a list of some of the additions to the Company's leadership team since its listing on the CSE on May 7, 2021:

Name	Position	Date Announced	Background
<b>Peter Brauti</b>	General Counsel and Strategic Advisor	June 15, 2021	Co-owner of NHL franchise Seattle Kraken, a former federal Crown Attorney, co-managing partner of Brauti Thorning LLP and director of the Hockey Canada Foundation.

Name	Position	Date Announced	Background
<b>Max Desmarais</b>	Chief Revenue Officer	August 10, 2021	Successful technology and media entrepreneur and investor, bringing his experience to the Company's management team.
<b>Razvan Romanescu</b>	Director & Chief Strategy Officer	April 14, 2022	Co-Founder and Chief Executive Officer of Guff Media since October 2012.
<b>Darren Lopes</b>	Chief Product Officer	April 14, 2022	Co-founder and co-Chief Executive Officer of 10PM Curfew since October 2019. Investor and Advisor to HoneyBum (since September 2017), Memes.com (since June 2015) and Guff (since June 2015).
<b>Zachary Longo</b>	Chief Content Officer	April 14, 2022	Chief Executive Officer of Sugo Sunday Inc. since January 2020. Prior thereto, he was a director and producer of films, music videos and tv series for MTV from 2018 to January 2020.

### Events Subsequent to Year Ended December 31, 2022:

On January 9, 2023, the Company announced the appointment of Rob Segal as an Independent Director to its board of directors. Mr. Segal has been a leading North American marketing and communications specialist for over 25 years.

On January 12, 2023, the Company announced the resignation of Mr. Stephen Brooks as Chief Financial Officer of the Company and the appointment of Pooja Sharma in his stead. Mr. Brooks will continue with the Company in an advisory role to the Chairman and Chief Executive Officer.

On February 6, 2023, the Company welcomed Mr. Kristopher Mychasiw as Head of Global Partnerships & Sales. Formerly a Partnership Executive for the Montreal Canadiens, Mychasiw oversees the Company's partnerships and sales.

On February 21, 2023, the Company announced a partnership with TikTok Inc. ("**TikTok**") aiming to introduce integrations that further strengthen the Company's creator program, increasing brand and creator opportunities and creator content monetization on TikTok. The collaboration enables the Company to cultivate opportunities for creators to earn and/or increase their revenues.

On February 22, 2023, the Company announced that it broadened its partnership with Snapchat. The Company will expand upon its original content with new series and creators covering topics such as beauty, fashion, crime stories, cooking and more.

On March 13, 2023, the Company announced its third campaign with Royal Bank of Canada on TikTok. Building on the success of the first two campaigns, the Company and Royal Bank of Canada will team up again to target financial literacy in the 12 to 24-year-old demographic.

On March 21 2023, the Company announced that its 44-channel network surpassed 38 million followers, illustrating a 42% year over year increase.

On April 3, 2023, the Company shared its 2023 Guidance and Management Reviewed Q4 results. 2023 Guidance includes \$8.6 million topline revenue, 68% gross profit margin and expenses reduced by 36%, yielding a positive EBITDA. Q4 results included \$1.6M in revenue and an adjusted EBITDA of \$(1.3M).

On April 6, 2023, the Company announced that it completed its continuance from the Province of British Columbia to the Province of Ontario.

On April 20, 2023, the Company announced a global white-label partnership with Dubit, a global studio that builds games, experiences and events for brands, under which the Company will provide Dubit tailored user generated content and distribution across the Company's own and operated media network.

On May 3, 2023 the Company announced that is secured a campaign with a schedule-1 Australian bank that is set to showcase renowned Australian creators in a native-ad format, reinforcing the brand's messaging and facilitating increased interaction and engagement with the bank's outreach to its coveted demographic.

On May 4, 2023, the Company announced a partnership with a global electronics manufacturer, with product lines spanning desktop computers, laptops, mobile devices, graphics cards and tablet PCs. The campaign will feature user generated content from 12 popular Gamelancer creators and will target audiences in the United States. The campaign will run for four to six weeks starting June 2023.

On May 8, 2023, the Company announced the offering of up to 100,000,000 units of the Company at a price of \$0.10 per unit for total gross proceeds of up to \$10,000,000, comprised of (i) gross proceeds of up to \$4,000,000 pursuant to the listed issuer financing exemption available under National Instrument 45-106 – *Prospectus Exemptions*. The offering will be conducted by Echelon Capital Markets as lead agent and sole bookrunner, on behalf of a syndicate of agents on a commercially reasonable best-efforts basis pursuant to an agency agreement in all the provinces of Canada, other than Quebec. The Company has granted Echelon Capital Markets an option to arrange for the sale of up to an additional 15,000,000 units at the Issue Price for additional gross proceeds of up to \$1,500,000 which may be exercised in whole or in part at any time up to 48 hours prior to the closing date on or around May 31, 2023. Each unit will consist of one Common Share purchase warrant. Each warrant will entitle the holder to purchase one Common Share at a price of \$0.15 per Common Share at any time on or before the date which is 36 months after the closing date, subject to adjustment in certain events.

On May 18, 2023, the Company announced the appointment of Gopal Patel as Vice-President of Operations. Mr. Patel will lead operations across strategic partnerships and increase campaign efficiency to enhance customer success and reduce overheads.

On May 23, 2023, the Company announced a partnership with OviO, a gaming app based in Tel Aviv for a short-form video campaign series to be produced by the Company featuring Gamelancer creators interacting with the OviO app.

On May 30, 2023, the Company announced its financial results for the first quarter of 2023 which exceeded management's projections, achieving revenue growth of 986% compared to Q1, 2022.

On June 1, 2023, the Company announced that it received conditional approval to list its common shares on the Toronto Stock Exchange.

On June 15, 2023, the Company announced the appointment of JF Cote to its board of directors. Co-founder, President & CEO of Sharethrough, JF was awarded Entrepreneur of the Year by Ernst Young in 2017 and 2022, and was responsible for orchestrating the merger between District M and Sharethrough. The Company announced the resignation of Paul Coffey from its board of directors.

On June 15, 2023, the Company announced the closing of a brokered private placement of 100,038,500 units at a price of \$0.10 per unit for total gross proceeds of \$10,003,850. The private placement was conducted by way of two offerings: i) pursuant to the listed issuer financing exemption (“**LIFE Exemption**”) available under Part 5A of National Instrument 45-106 – *Prospectus Exemptions* (the “**LIFE Offering**”) for gross proceeds of \$2,853,850; and (ii) pursuant to available private placement exemptions for gross proceeds of \$7,150,000 (the “**Private Placement Offering**”) and together with the LIFE Offering, the “**Offerings**”). The Offerings were conducted by Echelon Capital Markets (“**Echelon**”) as lead agent and sole bookrunner, on behalf of a syndicate of agents (collectively, the “**Agents**”) on a commercially reasonable best-efforts basis pursuant to an agency agreement in all the provinces of Canada, other than Quebec.

Each unit consists of one Common Share and one Common Share purchase warrant of the Company. Each warrant entitles the holder to purchase one Common Share at a price of \$0.15 per Common Share at any time on or before the date which is 36 months after the closing date of the Offerings (the “**Closing Date**”), subject to adjustment in certain events. The units issued pursuant to the LIFE Offering will not be subject to any hold periods pursuant to applicable Canadian securities laws. The units issued pursuant to the Private Placement Offering will be subject to a four-month hold period under applicable Canadian securities laws.

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

On June 16, 2023, the Company announced that it granted an aggregate of 9,085,000 options to purchase Shares exercisable at a price of \$0.11 per Share for a period of three (3) years to directors, employees and consultants of the Company.

On June 20, 2023 the Company announced that it partnered with Samsung Canada on an ad-campaign called the SmartThings Connected Home Experience. This collaboration brings live immersive experiences to the Samsung Experience Store at the CF Eaton Centre in Toronto, Ontario, providing customers with a firsthand look at the possibilities of a connected home.

On July 5, 2023 the Company announced the appointment of Max Desmarais as the new President of the Company and the transition of Mr. Michael Cotton to the position of Chief Business Officer to dedicate his efforts to leading and expanding the Company’s internal sales development. The Company further announced the appointment of Darren Lopes to its board of directors and the resignation of Mr. Michael Cotton and Mr. Storm Boswick from the board.

### **Significant Acquisitions**

#### **Gamelancer, Inc. (April 14, 2022):**

The Gamelancer Transaction, as described under “*Three-Year History*”, was a significant acquisition for which disclosure is required under Part 8 of National Instrument 51-102 – *Continuous Disclosure* Obligations. On June 27, 2022, the Company filed Form 51-102F4 (Business Acquisition Report) in respect of the Gamelancer Transaction.

## DESCRIPTION OF THE BUSINESS

### Overview

Gamelancer is a media and entertainment company providing creative and curated content for multiple brands which put the company in a position of continuous growth and positive revenue flow. The Company hosts its privately-owned broadcasts and distributes content across its owned-and-operated channels, which generate over 2 billion monthly video views. Its subscribers are located in the United States, Canada, the United Kingdom, and Australia and continue to grow daily with over 39 million followers on TikTok, Instagram, and Snapchat.

With advanced user data analytics, Gamelancer provides its audience with content relevant to the Gen Z and Millennial communities and offers brands unparalleled access to the largest media inventory on TikTok. Gamelancer also monetizes across its Snapchat Discover channels with monthly recurring revenue in partnership with Snapchat.

### **Gaming industry macro-overview:**

The global gaming market revenues for 2021 were \$178.2 billion<sup>2</sup> and expected to grow to an estimated \$268.8 billion by 2025<sup>3</sup>, rivalling traditional sports and shifting the entertainment paradigm. Gaming has experienced massive growth in consumption of its content in the past several years. Gaming audiences can be highly discerning and 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 potentially reject perceived attempts to exploit their community.

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 return on investment against sponsorship dollars. 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.

### **Advertising industry macro-overview:**

The digital advertising market has experienced significant growth in recent years, with a value of \$567.49 billion in 2022, which is expected to rise to \$626 billion in 2023 and projected to reach \$835.8 billion dollars by 2026. Furthermore, digital ad-spend has increased by 10.5% from 2022 to 2023 and is predicted to continue to grow at an average of 10% annually over the next three years<sup>1</sup>.

Against this backdrop, Gamelancer's Joint Business Partnership with TikTok is well-positioned to capitalize on the increasing ad-spend trend that is being continuously experienced by the platform. With over several billion global downloads to date, TikTok's growth trajectory is a testament to its ability to attract investment from brands of all sizes.

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<sup>1</sup> <https://www.oberlo.com/statistics/digital-ad-spend#:~:text=Not%20only%20is%20this%20a,annual%20growth%20rate%20of%2013.1%25>.

<sup>2</sup> <https://www.cloudwards.net/online-gaming-statistics/>

<sup>3</sup> <https://europeangaming.eu/portal/latest-news/2022/07/21/118340/global-gaming-market-is-expected-to-grow-to-an-estimated-value-of-268-8-billion-by-2025/>

As we continue to navigate the ever-evolving landscape of digital advertising, it is clear that partnerships such as this one will play a crucial role in unlocking new avenues for growth and innovation.

The recent abolishment of tracking devices such as cookies has led to a resurgence in the need for creativity in the ad industry. This shift has created new opportunities for Gamelancer, which has experience in creating media that resonates with Gen Z and Millennial audiences. By focusing on innovative and engaging content, Gamelancer is well-positioned to help brands navigate the changing landscape of digital advertising and connect with these key demographics. This shift in the industry offers exciting prospects for Gamelancer to leverage its creativity and expertise to deliver results for its clients and partners.

Gamelancer amplified its strategic partnership with Snap Inc. in 2023, resulting in a total of 29 shows on Snapchat Discover and continuously increasing revenues based on the performance of its OTT content and revenue-split model between the two companies.

The media consumption patterns of individuals have undergone a significant shift in recent years, transitioning from conventional methods such as television and radio to online platforms. This shift is particularly noticeable among younger generations who no longer rely on traditional television, cable, or radio as their primary sources of entertainment and information. Instead, they are increasingly turning to online streaming services like Netflix, Apple TV, Amazon Prime, and social media platforms. TikTok has emerged as a popular choice for Gen Z and Millennials, who use it for various purposes such as entertainment, education, and even as a search engine. This changing landscape of media consumption presents new opportunities and challenges for businesses and content creators to adapt their strategies to cater to the evolving preferences of their target audiences.

Gamelancer has taken note of this shift in media consumption patterns and has introduced a production plus distribution model to connect brands with the desired demographic. With the changing preferences of audiences, businesses and content creators need to adapt their strategies to stay relevant and engage with their target audience effectively. Gamelancer's innovative approach provides a solution to this challenge, offering a platform for brands to reach their target audiences through relevant, engaging content that aligns with their interests and preferences. This model helps businesses to stay ahead of the competition and succeed in the ever-evolving media landscape.

### **Lines of Business**

Gamelancer operates as a single reportable segment in the media and entertainment industry, with three primary lines of business. The first line of business is production, which is managed through Gamelancer Studios. The second line of business is distribution, which is facilitated across the company's exclusive network of 54 channels spanning popular social media platforms such as TikTok, Instagram, and Snapchat. The third line of business is a combination of creative and distribution services, where the company provides end-to-end production and broadcast of content across its extensive, exclusive network. This strategic approach enables Gamelancer to offer a comprehensive range of services to clients, catering to their unique needs and preferences in the current media landscape.

**Gamelancer Media:**

*Gamelancer Media* creates content and activation campaigns with brands by selling advertising to help partners access Gamelancer's subscribers via OTT platforms, namely TikTok, Snapchat, and Instagram. Gamelancer offers a unique solution to businesses seeking to reach a young, diverse audience that can be challenging to engage. By tapping into the audience's passion for gaming, which is inextricably intertwined with all aspects of pop culture such as sports, music, and entertainment, Gamelancer provides a complete solution that includes both content creation and distribution. With a focus on delivering relevant content and maximum reach, the company offers a range of services that include fully creative or creator-generated shorts, providing businesses with the tools they need to effectively engage with their target audience in the current media landscape.

**Gamelancer Studios:**

With the acquisitions of JoyBox (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 focuses on user-generated content to promote partners' products and services through its network of 54 owned and operated channels with over 39,000,000 global subscribers across TikTok, Instagram and Snapchat.

**Specialized Skill and Knowledge**

The Company believes its success is in part dependent on the performance of its management, key employees and development personnel, many of whom have significant experience and connections in the social media, gaming, production, sports and entertainment industries providing the company with a competitive advantage in the market. To ensure continued success, Gamelancer is committed to investing in the professional development of its team and attracting top talent to the organization.

The Company believes that it has adequate personnel with the specialized skills and knowledge to successfully carry out the Company's business and operations. See "*Risk Factors*" for a discussion of the risks of losing such specialized skills and knowledge.

**Competition**

Gamelancer's content distribution through its owned and operated channels faces a highly competitive and fragmented environment. Many established channels, websites and networks compete with Gamelancer's channels, content and targeted offerings for partnerships, views, followers and subscribers.

Targeted mainly at Millennials and Gen Z audiences, Gamelancer's productions and offerings generally compete with companies involved in the social media, gaming and sports industries with a demographically similar audience. The Company expects increased competition as the gaming and social media industries continue to expand and develop.

Gamelancer benefits from an early mover advantage in digital media space relevant to the global gaming community. Its vast and exclusive network of 39 million followers across 54 channels, in-house production team, and 500+ creator network provides the Company with a competitive advantage over competition, particularly late entrants into the market.

Having an established network of followers and creators is a significant asset in the gaming industry, as it allows for wider reach and access to a more diverse audience. Furthermore, Gamelancer's in-house production team ensures that they can consistently deliver high-quality content with excellent production value.

However, it is critical to note that having an early mover advantage is not a guarantee of continued success. The gaming industry is dynamic and continuously evolving, with new technologies and trends emerging all the time. Therefore, Gamelancer works to stay ahead of the curve and innovate to meet the changing demands of its dynamic audience.

While facing competition from other companies, Gamelancer's unique offerings and established audience provide the Company with a competitive edge. By providing high-quality and engaging content, Gamelancer can maintain and grow its audience while staying ahead of their competitors.

### **Intellectual Property**

In accordance with industry practice, we protect our productions, intangible assets and other proprietary rights through a combination of trademarks, copyrights and trade secrets, as well as license agreements and other contractual provisions.

We generally seek to avoid disclosure of our trade secrets and other confidential and proprietary information by requiring our employees and consultants to execute non-disclosure agreements. We also ensure that the Company owns all intellectual property rights in work product developed by employees and consultants by requiring employees and consultants to sign agreements that require our employees and consultants to assign to the Company all such intellectual property rights. We enter into non-disclosure agreements with our business partners, prospective business partners and other relationships where disclosure of proprietary information may be necessary.

Gamelancer relies on common law for the protection of its intellectual property and intangible assets as detailed above.

### **Cycles**

The Company's revenue and business fluctuates seasonally.

In the past years, our clients' advertising spend has shown significant increases in the fourth quarter (October – December) of the Company's financial year as businesses ramp up their efforts for holiday promotions and end-of-year sales, and has been lowest in the first quarter (January – March). However, some industries such as health and fitness, education, and tax preparation may experience an increase in advertising spend as consumers focus on new year's resolutions and tax preparation.

The second quarter (April – June) of the Company's financial year typically sees an increase in advertising spend when compared to the first quarter, as many businesses launch spring campaigns to promote seasonal products and services. This is especially true for industries such as travel, home improvement, and gardening, which see a surge in demand during the warmer months.

The third quarter (July – September) is typically slower in terms of advertising spend, when compared to the second quarter as many businesses and consumers take vacations. However, back-to-school campaigns and fall promotions can drive an increase in advertising spend for certain industries such as retail and education.

Overall, seasonal spend cycles in the advertising market are heavily influenced by consumer behaviour, and the marketing objectives of businesses. By understanding these cycles, the Company's clients can strategically plan their advertising campaigns to maximize their reach and effectiveness.

### **Employees**

As at December 31, 2022, the Company employed 3 full-time equivalent employees and 30 consultants.

### **Foreign Operations**

A portion of Gamelancer's management team, key employees and production personnel are based in the United States and Panama, and the majority of the Company's revenue is derived from operations and viewership geographically located in the United States. The Company's subscribers and followers are principally located in the United States, Canada, the United Kingdom, and Australia.

### **Other**

Gamelancer and its subsidiaries have not been subject to bankruptcies, receiverships or similar proceedings, nor have there been any material reorganizations of the Company or any of its subsidiaries during the three most recently completed financial years or completed during or proposed for the current financial year. The Company does not have an investment policy, or lending and investment restrictions in place.

## **RISK FACTORS**

The risks described below are not the only risks and uncertainties the Company faces. Additional risks not currently known to the Company or that it currently considers immaterial also may impair its operations. If any of the following risks actually occur, the Company's business, results of operations and financial condition could be materially adversely affected. In that case, the trading price of the Common Shares could decline, and investors could lose all or part of their investment. There is no assurance that risk management steps taken will avoid future loss due to the occurrence of the risks described in this AIF or other unforeseen risks. See also "*Risks and Uncertainties*" in the Company's most recent Management's Discussion & Analysis, which is available on SEDAR ([www.sedar.com](http://www.sedar.com)).

### **Risks Related to Gamelancer's Business and Industry**

#### **Continued popularity of the gaming industry and social media platforms:**

The social media and online gaming industry is in the early stages of its development. Although the industry has experienced rapid growth, consumer preferences may shift and there is no assurance that this growth will continue in the future. The Company has taken steps to diversify its business and continues to seek out new opportunities. However, due to the rapidly evolving nature of technology, the social media and online gaming industry may experience volatile and declining popularity as new social media platforms or options for online gaming and esports become available, or consumer preferences shift to other forms of entertainment, and as a consequence the Company's business and results of operations may be materially negatively affected.

**Continued popularity and success of Gamelancer's social media channels and influencers:**

The Company's financial results depend in large part on the popularity of the players, influencers, social media channels and other on-screen talent that will improve the popularity of the eGaming industry. Such individuals can impact online viewership and television ratings, which in turn could affect the long-term value of the business and sponsorship opportunities available to the Company. There can be no assurance that such players, social media channels, influencers and other on-screen talent will develop or maintain continued popularity.

**Competition:**

The Company faces competition and new competitors will continue to emerge throughout the world. Future products offered by the Company's competitors may take a larger market share than anticipated, which could cause revenue generated from the Company's products and services to fall below expectations. It is expected that competition in these markets will continue to intensify.

If competitors of the Company develop and market more successful products or services, offer competitive products or services at lower price points, or if the Company does not produce consistently high-quality and well-received products and services, revenues, margins, and profitability of the Company will decline.

Furthermore, the success of Gamelancer's business is largely dependent on the popularity of its channels and influencers, who face strong competition for subscribers, audience and sales in a rapidly growing market.

There can be no assurance that Gamelancer will be in a position to continue being competitive as other organizations emerge and existing competitors continue to grow and form cooperative relationships and partnerships. Other numerous factors could affect the Company's competitiveness. The Company's business and results may be materially negatively affected as a consequence.

**Changes in technology:**

Current and potential competitors have established or may establish cooperative relationships amongst themselves or with third parties to compete more effectively. Existing and potential competitors may also develop enhancements to, or future generations of, competitive products and services that will have better performance features than the Company's products and services. As a result of the early stage of the industry in which the Company operates, it expects to face additional competition from new entrants. To remain competitive, the Company will require a continued high level of investment in research and development, marketing, sales and client support. The Company may not have sufficient resources to maintain research and development, marketing, sales and client support efforts on a competitive basis which could materially and adversely affect the business, financial condition and results of operations of the Company.

## **Risks related to Gamelancer's Operations**

### **Forward-looking information may prove inaccurate:**

Readers are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking information or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. Additional information on the risks, assumptions and uncertainties can be found in this AIF under the heading "*Forward-Looking Information*".

### **Reliance on partnerships and third parties:**

Gamelancer relies on gaming and brand partnerships and advertisers for future revenue. The Company's inability to secure contracts for advertising revenues may have a material adverse effect on its business, financial condition, results and operations. It is difficult to predict growth prospects as this is a relatively new and evolving industry.

There can be no assurance that the Company will be in a position to secure partnership or advertising deals to maintain or increase revenues. If the industry grows slower than anticipated or the Company's existing services lose, or its new services fail to achieve market acceptance, the Company may be unable to achieve its strategic business objectives, which could have a material adverse effect on its prospects, business, financial condition or results of operation.

The Company relies on telecommunication and network systems that the Company does not own or operate. Such telecommunication and network systems are complex electronic systems, subject to electronic and mechanical failures and possible sabotage. Given the event-based nature of the social media and gaming industry, even temporary or limited failures of these telecommunication and network systems would impair the Company's business activities and/or the growth of current and additional market opportunities, which would adversely affect results of operations.

In addition, a majority of the Company's revenue is derived from the Company's multi-channel network license, which it uses to monetize owned and operated as well as influencer video properties on YouTube, TikTok, Snapchat and other platforms.

If the multi-channel license was terminated, or the Company's rights pursuant to the license were hindered, there could be a material and negative impact on the Company's revenue.

Moreover, the Company's financial performance will be significantly determined by its success in adding, retaining, and engaging active users of its networks of digital media channels. If users do not perceive the Company's content as interesting, unique and useful, the Company may not be able to attract or retain additional users, which could adversely affect its business.

### **Brand development:**

Maintaining and enhancing the Gamelancer brand is critical to expanding the Company's business. If the Company fails to maintain and enhance its brands, or if the Company incurs excessive expenses in this effort, it could have a material adverse effect on the Company's prospects, business, financial condition or results of operations. Maintaining and enhancing the Gamelancer brand will depend largely on the Company's ability to continue to provide high quality products and services, and be engaged by players, influencers and other companies in the industry, which the Company may not be able to do successfully.

Harm to the Company's brand can arise from many sources, including; failure by the Company or its partners to satisfy expectations of service and quality; inadequate protection of sensitive information; compliance failures and claims; litigation and other claims; employee misconduct; and misconduct by the Company's partners, service providers, or other counterparties. If the Company does not successfully maintain a strong and trusted brand, its business could be materially and adversely affected.

**Reputational risks:**

Reputational loss arising from a number of events, including the use and creation of social media contents and web-based tools to generate and publish content may result in decreased confidence in our Company and impact our ability to advance our products and services through our channels. The above could result in a materials adverse impact on the Company's financial position and growth prospects.

**Marketing risks:**

Achieving market success will require substantial marketing efforts and the expenditure of funds to inform potential customers of the distinctive benefits and characteristics of the Company's products and services.

The Company's long-term success will depend on its ability to expand current marketing capabilities. The Company will, among other things, need to attract and retain experienced marketing and sales personnel. No assurance can be given that the Company will be able to attract and retain such personnel or that any efforts undertaken by such personnel will be successful.

Any negative publicity about the Company or its industry, the quality and reliability of the Company's technologies, products and services, the Company's risk management processes, changes to the Company's technologies, products and services, its ability to effectively manage and resolve customer complaints, its privacy and security practices, litigation, regulatory activity, and the experience of sellers and buyers with the Company's products or services, could adversely affect the Company's reputation and the confidence in and use of the Company's technologies, products and services.

**Reliance on management and key employees:**

The Company's future success depends substantially on the continued services of its executive officers and its key personnel. If one or more of its executive officers or key personnel were unable or unwilling to continue in their present positions, the Company might not be able to replace them easily or at all.

In addition, if any of its executive officers or key employees joins a competitor or forms a competing company, the Company may lose know-how, key professionals and staff members as well as business partners. These executive officers and key employees could develop technologies or business models that could compete with and take customers, market share and market opportunity away from the Company.

The Company believes that there are only a limited number of people with the requisite skills to serve in many key positions and it is difficult to hire and retain these people. The loss of one or more of these key personnel may have a significant adverse effect on the Company's sales, operations and profits.

The Company's success is partially dependent on its ability to attract and retain quality content providers. There can be no assurance that these business relationships will continue to be maintained or that new ones will be successfully formed. A breach or disruption in these relationships or failure to engage contractors could be detrimental to the future business, operating results and/or profitability of the Company.

**Management of growth:**

The Company may experience a period of significant growth in the number of personnel which will place a strain upon its management systems and resources. Its future will depend in part on the ability of its officers and other key employees to implement and improve financial and management controls, reporting systems and procedures on a timely basis and to expand, train, motivate and manage the workforce. The Company's current and planned personnel, systems, procedures and controls may be inadequate to support its future operations.

**Currency fluctuations:**

The Company operates in Canada and the United States and therefore is subject to currency fluctuations. Recent events in the global financial markets have been coupled with increased volatility in the currency markets. Fluctuations in the exchange rate between the U.S. dollar and other currencies, such as the Canadian dollar, may have a material adverse effect on the Company's business, prospects, financial condition and operating results in the future.

The Company intends to continue to expand operations globally so it may be subject to additional gains and losses against additional currencies. The Company does not currently have a foreign exchange hedging program in place.

However, in the future, it may establish a program to hedge a portion of its foreign currency exposure with the objective of minimizing the impact of adverse foreign currency exchange movements. However, even if the Company develops a hedging program, it may not hedge its entire exposure to any one foreign currency and it may not hedge its exposure at all with respect to certain foreign currencies.

**Inability to complete favourable acquisitions:**

As part of the Company's overall business strategy, the Company may pursue select strategic acquisitions that would provide additional product or service offerings, additional industry expertise, and a stronger industry presence in both existing and new jurisdictions. Future acquisitions may expose it to potential risks, including risks associated with: (a) the integration of new operations, services and personnel; (b) unforeseen or hidden liabilities; (c) the diversion of resources from the Company's existing business; (d) potential inability to generate sufficient revenue to offset new costs; (e) the expenses of acquisitions; or (f) the potential loss of or harm to relationships with both employees and existing users resulting from its integration of new businesses. In addition, any proposed acquisitions may be subject to regulatory approval.

The Company may attempt to acquire businesses that it believes are a strategic fit with its business. However, the Company may not be able to complete such acquisitions on favourable terms, or at all. Any future acquisitions may result in unforeseen operating difficulties and expenditures, and may absorb significant management attention that would otherwise be available for ongoing development of its business. Since the Company may not be able to accurately predict these difficulties and expenditures, these costs may outweigh the value it realizes from a future acquisition.

Future acquisitions could result in issuances of securities that would dilute shareholders' ownership interest, the incurrence of debt, contingent liabilities, amortization of expenses related to other intangible assets, and the incurrence of large, immediate write-offs.

**Difficulties integrating acquisitions:**

The benefits of an acquisition or strategic investment of the Company may require considerable time to develop, and the Company cannot be certain that its acquisitions will produce the intended benefits or any benefits at all. The Company's past and future acquisition of other businesses and technologies could result in adverse effects to the Company's financial position.

**Development costs:**

The Company's future growth depends on penetrating new markets, adapting existing products to new applications, and introducing new products and services that achieve market acceptance. The Company plans to incur substantial research and development costs as part of its efforts to design, develop and commercialize new products and services and enhance existing products. The Company believes that there are significant investment opportunities in a number of business areas. The Company's research and development programs may not produce successful results, and its new products and services may not achieve market acceptance, create additional revenue or become profitable, which could materially harm the Company's business, prospects, financial results and liquidity.

**Legal proceedings:**

The Company may, from time to time in the future, become subject to legal proceedings, claims, litigation and government investigations or inquiries, which could be expensive, lengthy and disruptive to normal business operations. In addition, the outcome of any legal proceedings, claims, litigation, investigations or inquiries may be difficult to predict and could have a material adverse effect on the Company's business, prospects, operating results or financial condition. In the future, the Company may also be subject to class actions, derivative actions and other securities litigation and investigations. The Company may be required to pay substantial awards, settlements or penalties and incur legal and other expenses causing a material adverse effect on its financial position, reputation, operations and liquidity. See "*Legal Proceedings and Regulatory Actions*" for further details on the status of the Company's current legal proceedings.

**Reliance on business partners:**

The Company relies on various business partners, including third-party consultants, service providers, vendors, licensing partners, development partners, and licensees, among others, in many areas of the Company's business. In many cases, these third parties are given access to sensitive and proprietary information in order to provide services and support to the Company's teams. These third parties may misappropriate or disclose the Company's information and engage in unauthorized use or disclosure of it. The failure of these third parties to provide adequate services and technologies, or the failure of the third parties to adequately maintain or update their services and technologies, could result in a disruption to the Company's business operations. Further, disruptions in the financial markets and economic downturns may adversely affect the Company's business partners and they may not be able to continue honoring their obligations to the Company. Alternative arrangements and services may not be available to the Company on commercially reasonable terms, or at all, or the Company may experience business interruptions upon a transition to an alternative partner or vendor. If the Company loses one or more significant business partners, the Company's business could be harmed.

**Limited long-term agreements for advertising revenue:**

The Company's success requires it to maintain and expand current advertising relationships and develop new relationships. Advertising and partnership agreements generally do not involve long-term relationships. The Company may have limited visibility as to its future advertising revenue streams and, consequently, cannot ensure a continued operation of its advertising revenue activities. The Company may encounter difficulties replacing departing clients with new sources of comparable revenue. Any non-renewal, renegotiation, cancellation or deferral of significant advertising contracts that in the aggregate account for a significant amount of revenue, could have a material adverse effect on the Company's prospects, business, financial condition or results of operations.

**Maintenance of technology infrastructure and cybersecurity:**

The Company's operations depend in part upon how well it protects networks, equipment and information technology systems and software against damage from a number of threats, including but not limited to power cuts, damage to physical property, natural disasters, intentional damage and destruction, hacking, computer viruses and theft. The Company's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, information technology systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays and/or increases in capital expenses.

The failure of information systems or a component thereof could, depending on the nature of such failure, adversely impact the Company's reputation and results of operations. The Company's exposure to these risks cannot be fully mitigated because of the evolving nature of these threats. As a result, cyber security and the continued development of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access is a priority of the Company. The Company may be required to expend additional resources to continue to modify or enhance protective measures or remediate any vulnerabilities.

Cyber incidents can result from deliberate attacks or unintentional events, and may arise from internal sources (e.g., employees, contractors, service providers, suppliers and operational risks) or external sources (e.g., nation states, terrorists, hackers, competitors and acts of nature). Cyber incidents include, but are not limited to, unauthorized access to information systems and data (e.g., through hacking or malicious software) for purposes of misappropriating or corrupting data or causing operational disruption. Cyber incidents also may be caused in a manner that does not require unauthorized access, such as causing denial-of-service attacks on websites (e.g., efforts to make network services unavailable to intended users).

A cyber incident that affects the Company or its service providers might cause disruptions and adversely affect their respective business operations and might also result in violations of applicable law (e.g., personal information protection laws), each of which might result in potentially significant financial losses and liabilities, regulatory fines and penalties, reputational harm, and reimbursement and other compensation costs. In addition, substantial costs might be incurred to investigate, remediate and prevent cyber incidents.

**Privacy protection:**

The Company is subject to privacy laws in each jurisdiction in which it operates and may face risks related to breaches of the applicable privacy laws. The Company collects and stores personal information about its users, clients and partners and is responsible for protecting that information from privacy breaches. A privacy breach may occur through procedural or process failure, information technology malfunction, or deliberate unauthorized intrusions.

Theft of data for competitive purposes, particularly user and partner lists, is an ongoing risk whether perpetrated via employee collusion or negligence or through deliberate cyber-attack. Any such theft or privacy breach could have a material adverse effect on the Company's business, financial condition or results of operations.

In addition, there are a number of federal and provincial laws protecting the confidentiality of personal information and restricting the use and disclosure of that protected information. In particular, the privacy rules under the *Personal Information Protection and Electronics Documents Act* (Canada) ("**PIPEDA**"), protect personal information by limiting its use and disclosure of personal information. If the Company were found to be in violation of the privacy or security rules under PIPEDA or other laws protecting the confidentiality of personal information, it could be subject to sanctions and civil or criminal penalties, which could increase its liability, harm its reputation and have a material adverse effect on the business, financial condition or results of operations of the Company.

In addition, the rate of privacy law-making is accelerating globally and interpretation and application of consumer protection and data privacy laws in Canada, the United States, Europe and elsewhere are often uncertain, contradictory and in flux. As business practices are being challenged by regulators, private litigants, and consumer protection agencies around the world, it is possible that these laws may be interpreted and applied in a manner that is inconsistent with the Company's data and/or consumer protection practices.

If so, this could result in increased litigation, government or court-imposed fines, judgments or orders requiring that the Company change its practices, which could have an adverse effect on its business and reputation. Complying with these various laws could cause the Company to incur substantial costs or require it to change its business practices in a manner adverse to its business.

Any incidents involving the unauthorized access to or improper use of the information of users or incidents involving violation of the Company's terms of service or policies could damage the Company's reputation and brands and diminish its competitive position. Affected users, clients or governmental authorities could initiate legal or regulatory action against the Company in connection with such incidents, which could derive in significant expense and liability or result in orders or consent decrees forcing the Company to modify its business practices and remediate the effects of any such incidents of unauthorized access or use. Any of these events could have a material adverse effect on the Company's prospects, business, financial condition or results of operations.

**Protection of intellectual property rights:**

The Company relies primarily on trademarks, copyrights and trade secrets, as well as license agreements and other contractual provisions, to protect the Company's intellectual property and other proprietary rights. Existing legal standards relating to the validity, enforceability and scope of protection of intellectual property rights offer only limited protection, may not provide the Company with any competitive advantages, and may be challenged by third parties.

Accordingly, despite its efforts, the Company may be unable to prevent third parties from infringing upon or misappropriating its intellectual property or otherwise gaining access to the Company's technology. Unauthorized third parties may try to copy or reverse engineer the Company's products or portions of its products or otherwise obtain and use the Company's intellectual property. Moreover, many of the Company's employees have access to the Company's trade secrets and other intellectual property. If one or more of these employees leave to work for one of the Company's competitors, then they may disseminate this proprietary information, which may as a result damage the Company's competitive position. If the Company fails to protect its intellectual property and other proprietary rights, then the Company's business, results of operations or financial condition could be materially harmed. From time to time, the Company may have to initiate lawsuits to protect its intellectual property and other proprietary rights. Pursuing these claims is time-consuming and expensive and could adversely impact the Company's results of operations.

In addition, affirmatively defending the Company's intellectual property rights and investigating whether the Company is pursuing a product or service development that may violate the rights of others may entail significant expense. Any of the Company's intellectual property rights may be challenged by others or invalidated through administrative processes or litigation.

If the Company resorts to legal proceedings to enforce its intellectual property rights or to determine the validity and scope of the intellectual property or other proprietary rights of others, then the proceedings could result in significant expense to the Company and divert the attention and efforts of the Company's management and technical employees, even if the Company prevails.

**Infringement by the Company of intellectual property rights:**

The Company may become subject to claims that its technologies infringe upon the intellectual property or other proprietary rights of third parties. Any claims, with or without merit, could be time-consuming and expensive, and could divert the Company's management's attention away from the execution of its business plan. Moreover, any settlement or adverse judgment resulting from these claims could require the Company to pay substantial amounts or obtain a license to continue to use the disputed technology, or otherwise restrict or prohibit the Company's use of the technology.

The Company cannot assure that it would be able to obtain a license from the third party asserting the claim on commercially reasonable terms, if at all; that the Company would be able to develop alternative technology on a timely basis, if at all; or that the Company would be able to obtain a license to use a suitable alternative technology to permit the Company to continue offering, and the Company's customers to continue using, the Company's affected products and services. An adverse determination also could prevent the Company from offering its products and services to others. Infringement claims asserted against the Company may have a material adverse effect on its business, products, results of operations or financial condition.

**Operating risk:**

The Company will be affected by a number of operational risks and the Company may not be adequately insured for certain risks. While the Company may obtain insurance to protect its assets, employees and operations, insurance policies may contain exclusions, coverage limits and various terms and conditions and may not be available to cover risks and events relevant to the Company's business. In the event that insurance policies do cover risks and events to which the Company is exposed, there is no guarantee that policy would cover the totality of eventual claims. Furthermore, there is no assurance that such insurance will be available or continue to be available in the future. A material adverse effect to the Company's operations and financial position could arise from substantial liabilities not covered by insurance or in excess of policy limits.

**Conflicts of interest:**

Because directors and officers of the Company are or may become directors or officers of other reporting companies or have significant shareholdings in other technology companies, the directors and officers of the Company may have a conflict of interest in conducting their duties. The Company and its directors and officers will attempt to minimize such conflicts. In the event that such a conflict of interest arises at a meeting of the directors of the Company, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In appropriate cases the Company will establish a special committee of independent directors to review a matter in which several directors, or officers, may have a conflict. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the potential benefits to the Company, the degree of risk to which the Company may be exposed and its financial position at that time. Other than as indicated, the Company has no other procedures or mechanisms to deal with conflicts of interest.

Executive officers and directors may have rights to indemnification including directors' and officers' liability insurance that will survive consummation of their agreements.

**Difficulty to forecast:**

The Company relies largely on their own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this preliminary stage of the social media and gaming industry. A failure in the demand for its products or services to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of the Company.

**Limited operating history:**

Gamelancer has a limited operating history on which to base an evaluation of its respective business, financial performance and prospects. As such, the Company's business and prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in the early stage of development.

As the Company is in an early stage, its revenues may be materially affected by the decisions, including timing decisions, of a relatively consolidated customer base. There can be no assurance that the Company will be successful in addressing these risks, and the failure to do so in any one area could have a material adverse effect on the Company's business, prospects, financial condition and results of operations.

Forecasting the revenues and profitability for new business models is inherently uncertain and volatile. The Company's actual revenues and profits for its business models may be significantly less than the Company's forecasts. Additionally, these new business models could fail for one or more of the Company's products and/or services, resulting in the loss of the Company's investment in the development and infrastructure needed to support the new business models.

**Regulatory risks:**

The Company will incur ongoing costs and obligations related to regulatory compliance. Failure to comply with regulations may result in additional costs for corrective measures, penalties or in restrictions on the Company's operations.

In addition, changes in regulations, changes in the enforcement thereof or other unanticipated events could require extensive changes to the Company's operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company.

### **Risks Related to the Securities of the Company**

#### **Requirements of being a public company:**

Compliance with applicable securities legislation of the jurisdictions in which the Company is a reporting issuer, listing requirements of the CSE and other rules and regulations pertaining to continuous disclosure and internal management of the Company may require significant resources and management oversight. Additional employees and consultants, and enhanced controls and procedures may be required to comply with these requirements, increasing the Company's costs and expenses.

Continued uncertainty may arise from changing laws, regulations and standards in connection with the Company's securities or its corporate governance, increasing its legal and financial compliance costs.

#### **Resale of Common Shares:**

There can be no assurance that the publicly traded market price of the Common Shares will be high enough to create a positive return for shareholders. Further, there can be no assurance that the Common Shares will be sufficiently liquid so as to permit shareholders to sell their equity position in the Company without adversely affecting the stock price. In such event, the probability of resale of the Common Shares would be diminished.

As well, the continued operation of the Company will be dependent upon its ability to procure additional financing in the short term and to generate operating revenues in the longer term. There can be no assurance that any such financing can be obtained or that revenues can be generated. If the Company is unable to obtain such additional financing or generate such revenues, shareholders may be unable to sell their Common Shares and any investment in the Company may be lost.

#### **Market for securities:**

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continuing fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. The value of the Common Shares will be affected by such volatility. An active public market for the Common Shares might not develop or be sustained. If an active public market for the Common Shares does not develop or, if one develops, if it is not sustained, the liquidity of a shareholder's investment in the Common Shares may be limited and the share price may decline.

**Dividends:**

To date, the Company has not paid any dividends on its outstanding Common Shares and presently has no intention of paying dividends. Any decision to pay dividends on the Common Shares will be made by the board of directors of the Company on the basis of its earnings, financial requirements and other conditions.

**Global financial conditions:**

Current global financial conditions have been subject to increased volatility and access to financial markets has been restricted. These factors may impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, on terms favourable to the Company. If these levels of volatility and market instability continue, the Company's operations could be adversely impacted, and the value and the price of the Common Shares could continue to be adversely affected.

**Uncertainty and adverse changes in the economy:**

Adverse changes in the economy could negatively impact the Company's business and the value and price of the Common Shares. Future economic distress may result in a decrease in demand for the Company's products or services, which could have a material adverse impact on the Company's operating results and financial condition. Uncertainty and adverse changes in the economy could also increase costs associated with developing and publishing products, increase the cost and decrease the availability of sources of financing, and increase the Company's exposure to material losses from bad debts, any of which could have a material adverse impact on the financial condition and operating results of the Company.

The demand for entertainment and leisure activities tends to be highly sensitive to changes in consumers' disposable income, and thus can be affected by changes in the economy and consumer tastes, both of which are difficult to predict and beyond the Company's control. Unfavorable changes in general economic conditions, including recessions, economic slowdown, sustained high levels of unemployment, and increasing fuel or transportation costs, may reduce customers' disposable income or result in fewer individuals engaging in entertainment and leisure activities. As a result, the Company cannot ensure that demand for the products or services of its investees will remain constant.

Continued or renewed adverse developments affecting economies throughout the world, including a general tightening of availability of credit, decreased liquidity in many financial markets, increasing interest rates, increasing energy costs, acts of war or terrorism, transportation disruptions, natural disasters, declining consumer confidence, sustained high levels of unemployment or significant declines in stock markets, could lead to a further reduction in discretionary spending on leisure activities, such as gaming. Any significant or prolonged decrease in consumer spending on entertainment or leisure activities could adversely affect the Company's investment returns, cash flows, revenues and the value of the Company's Common Shares.

**Public health crises:**

The Company's activities may be affected by potential medical pandemic issues and public health crises, such as the novel coronavirus (COVID – 19), as a result of the potential related impact to employees, disruption to operations, supply chain delays, travel and trade restrictions and impact on economic activity in affected countries or regions. Such pandemics or diseases represent a serious threat to maintaining a skilled workforce in the technology industry and could be a major health-care challenge for the Company.

There can be no assurance that the Company's personnel will not be impacted by these pandemic diseases and ultimately see its workforce productivity reduced or incur increased medical costs/insurance premiums as a result of these health risks. As well, there can be no assurance that the Company will not be impacted by adverse consequences that may be brought about by pandemics or public health crises on global financial markets which may reduce resources, share prices and financial liquidity that may severely limit the financing capital available in the industry that the Company operates in and the retail industry generally.

The cancellation, postponement or curtailment of significant events due to pandemics and public health issues, and other events such as adverse weather conditions, terrorist acts or other acts of war or hostility, or cancellation of, disruption to, or postponement of such events, for example due to contractual disputes, or technological or communication problems, could materially adversely affect our business, results of operations, financial condition and prospects.

**Dilution from further equity financing and declining share price:**

The Company is authorized to issue an unlimited number of Common Shares for such consideration and on such terms and conditions as shall be established by the Directors without the approval of shareholders, except as may be required by the CSE. The Company may also make future acquisition and issue securities as consideration. Accordingly, holders of Common Shares may suffer dilution.

If the Company raises additional financing through the issuance of equity securities (including securities convertible into or exchangeable for equity securities) or completes an acquisition or merger by issuing additional equity securities, such issuance may substantially dilute the interests of shareholders and reduce the value of their investment. The market price of the Common Shares could decline as a result of issuances of new equity securities or sales by existing shareholders of Common Shares in the market or the perception that such sales could occur. We cannot predict the effect, if any, that future public sales of equity securities or the availability of those securities for sale will have on the market price of the Common Shares. If the market price of the Common Shares were to drop as a result, this might impede our ability to raise additional capital and might cause the remaining shareholders to lose all or part of their investment. Sales by shareholders might also make it more difficult for the Company itself to sell equity securities at a time and price that it deems appropriate.

**Uncertainty of use of proceeds:**

Although the Company has set out its intended use of proceeds from private placements, these intended uses are estimates only and subject to change. While management does not contemplate any material variation, management does retain broad discretion in the application of such proceeds. The failure by the Company to apply these funds effectively could have a material adverse effect on the Company's business, including the ability to achieve its stated business objectives.

**Variable revenues and earnings:**

The revenues and earnings of the Company may fluctuate from quarter to quarter, which could affect the market price of Common Shares. Revenues and earnings may vary quarter to quarter as a result of a number of factors, including the timing of releases of new products or services, competitors' activities, cyclical fluctuations related to the evolution of the industry and technologies, transition periods associated with the migration to new technologies, impairment of goodwill or intangible assets which may result in a significant change to earnings in the period in which an impairment is determined, and operating expenses that are generally fixed in the short-term and therefore difficult to rapidly adjust to different levels of business.

Any of the factors listed above could cause significant variations to the Company's revenues, gross margins and earnings in any given quarter.

**Tax considerations:**

Each prospective investor should consult with its own tax advisor with respect to the Canadian and non-Canadian income tax consequences of acquiring, holding, and disposing of the Company's Common Shares, based on each prospective investor's particular circumstances.

**Financial Risk Factors**

**Negative operating cash flow:**

Although the Company expects to become profitable, there is no guarantee that will happen, and it may never become profitable. The Company currently has a negative operating cash flow and may continue to have that for the foreseeable future. To date, the Company has modest revenues, and a large portion of its expenses are fixed, including expenses related to facilities, equipment, contractual commitments and personnel. As a result, the Company expects its net losses from operations to improve.

The Company's ability to generate additional revenues and potential to become profitable will depend largely on its ability to market its products. There can be no assurance that any such events will occur or that it will ever become profitable.

Even if the Company achieves profitability, it cannot predict the level of such profitability. If the Company sustains losses over an extended period of time, it may be unable to continue its business.

**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 December 31, 2022, the Company had a cash balance of \$556,804 (2021 - \$3,752,581) to settle current liabilities of \$7,618,736 (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, Inc. on April 14, 2022. As described above under *Acquisitions*, there are additional cash consideration obligations as part of both the Gamelancer Transaction and JoyBox Transaction with a total of US\$5,000,000 related to the Gamelancer Transaction 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 Transaction 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.

## DIVIDENDS AND DISTRIBUTIONS

The Company has never paid any dividends or distributions on any of its securities and presently has no intention of paying dividends. The future dividend policy will be determined by the board of directors of the Company on the basis of earnings, financial requirements and other relevant factors.

## DESCRIPTION OF CAPITAL STRUCTURE

### General

The authorized share capital of the Company consists of an unlimited number of Common Shares and an unlimited number of special shares, issuable in series. As at December 31, 2022, there were 443,507,494 Common Shares issued and outstanding, and as of the date hereof there are 543,545,994 Common Shares issued and outstanding.

### Common Shares

Each Common Share is entitled to one vote at meetings of shareholders and carries with it equal rights with respect to dividends, if any, and residual interests upon dissolution of the Company. Holders of the Common Shares have no pre-emptive rights, nor any right to convert their Common Shares into other securities. There is no restriction on the ability of the Company to pay dividends other than cash flow considerations. Any dividend payments in the future will depend on the Company's ability to continue as a going concern and to generate earnings, as well as capital investment requirements.

### Warrants

As of the date of this AIF, the Company currently has the following warrants outstanding, each such warrant exercisable for one Common Share, on the terms set out below:

Number of Warrants	Exercise Price	Expiry Date
17,715,000	\$0.30	January 27, 2024
1,228,850 <sup>(1)</sup>	\$0.20	January 27, 2024
7,284,999	\$0.30	February 18, 2024
404,379 <sup>(1)</sup>	\$0.20	February 18, 2024
4,000,000	\$0.29	May 17, 2024
1,039,880 <sup>(2)</sup>	\$0.07	November 3, 2025
157,279 <sup>(3)</sup>	\$0.07	November 24, 2025
102,046,695 <sup>(4)</sup>	\$0.10	June 15, 2026
<b>TOTAL: 133,877,082</b>		

**Notes:**

- (1) Broker warrants.
- (2) 628,880 broker warrants and 411,000 warrants.
- (3) 113,379 broker warrants and 43,900 warrants.
- (4) 2,008,195 broker warrants and 100,038,500 warrants.

## Stock Options

As of the date of this AIF, the Company currently has the following stock options outstanding, each such stock option exercisable for one Common Share, on the terms set out below:

Number of options	Exercise price	Expiry date
6,450,000	\$0.40	May 3, 2024
200,000	\$0.40	May 12, 2024
600,000	\$0.40	May 28, 2024
400,000	\$0.40	June 7, 2024
40,000	\$0.40	June 9, 2024
2,500	\$0.40	July 6, 2024
600,000	\$0.40	September 6, 2024
750,000	\$0.40	November 10, 2024
600,000	\$0.40	December 17, 2024
200,000	\$0.40	December 31, 2024
50,000	\$0.40	January 13, 2025
880,000	\$0.40	February 22, 2025
4,250,000	\$0.10	June 1, 2025
2,800,000	\$0.10	August 15, 2025
9,100,000	\$0.13	October 28, 2025
7,000,000	\$0.13	November 24, 2025
125,000	\$0.12	December 2, 2025
9,300,000	\$0.155	January 16, 2026
9,325,100	\$0.11	June 15, 2026
<b>TOTAL: 52,672,600</b>		

Options outstanding were issued pursuant to the Company's stock option plan (the "**Stock Option Plan**"). The Stock Option Plan permits the reservation of a maximum of 10% of the issued and outstanding Common Shares at any given time. The number of Common Shares reserved for issue in any 12-month period shall not exceed (i) five percent of the issued and outstanding Common Shares to any one director, officer, employee, management company employee or consultant (a "**Service Provider**"); (ii) two percent of the issued and outstanding Common Shares to any one consultant retained by the Company; or (iii) one percent of the issued and outstanding Common Shares to any one Service Provider of the Company conducting "Investor Relations Activities".

The board of directors of the Company determines the price per Common Share and the number of Common Shares which may be allotted to each director, officer, employee and consultant and all of other terms and conditions of the stock option, subject to the rules of the CSE. The exercise price per Common Share set by the board of directors of the Company may not be less than the greater of the closing market price of the Common Shares on: (i) the trading day prior to the date of grant of the options; or (ii) the date of grant of the options.

Stock options under the Stock Option Plan are non-assignable. Stock options must be exercised within 90 days of termination of employment with the Company, provided that such options vested before the termination date. If the cessation of office, directorship, consulting arrangement or employment was by reason of death, stock options must be exercised within 12 months after such death, subject to the expiry of such stock option. In the case of an optionee being dismissed from employment or service for Cause (as defined in the Stock Option Plan), stock options, whether vested or not, will immediately terminate on the date of cessation without right to exercise same.

## Debentures

As of the date of this AIF, the Company currently has the following debentures outstanding:

### Secured Debenture Units:

4,550 non-convertible Debenture Units, each comprised of \$1,000 principal amount of 12% Debentures and 100 Common Share purchase warrants of the Company. Each warrant is exercisable into one Common Share of the Company at an exercise price of \$0.07 for a period of 36 months from closing. Please refer to the “*Warrants*” section above.

The Debentures will mature on the Maturity Date (as defined under “*Three-Year History*”) and bear interest at a rate of 12.00% per annum, with the first 18 months of accrued interest payable on the Maturity Date.

The Debentures are subject to redemption, in whole or in part, at the option of the Company at any time after the first 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.

## MARKET FOR SECURITIES

### Trading Price and Volume

#### Common Shares:

The following table sets out the high and low closing market prices and the volume traded of the Common Shares on the CSE for each month of the financial year ended December 31, 2022:

Month (2022)	High (\$)	Low (\$)	Volume
January	0.19	0.15	546,000
February	0.165	0.125	403,000
March	0.15	0.12	235,500
April	0.13	0.10	277,000
May	0.115	0.085	58,500
June	0.095	0.065	137,000
July	0.09	0.075	56,500
August	0.095	0.06	258,000
September	0.08	0.05	129,000
October	0.135	0.065	1,101,000
November	0.17	0.11	1,655,000
December	0.125	0.095	1,248,500

#### Warrants:

The Company’s 3,275,870 warrants issued in connection with the subscription receipts financing of February 2021 (see “*Three-Year History*”) expired on May 3, 2023. The warrants were listed for trading on the CSE under the symbol “GMNG.WT” and are now delisted. In the year ended December 31, 2022, such warrants traded at \$0.085 and had a trading volume of 0 throughout the year.

### Prior Sales

The following table summarizes details of all issuances of securities of the Company, other than Common Shares, in the year ended December 31, 2022, being the most recently completed financial year of the Company<sup>(2)</sup>:

Issue Date	Securities	Issue Price	Number of Securities
January 13, 2022	Stock Options	\$0.40	150,000
January 27, 2022	Warrants <sup>(1)</sup>	\$0.30	17,715,000
January 27, 2022	Broker Warrants	\$0.20	1,228,850
February 18, 2022	Warrants <sup>(1)</sup>	\$0.30	7,284,999
February 18, 2022	Broker Warrants <sup>(2)</sup>	\$0.20	439,379
February 22, 2022	Stock Options	\$0.40	890,000
June 1, 2022	Stock Options	\$0.10	8,250,000
August 15, 2022	Stock Options	\$0.10	8,800,000
October 28, 2022	Stock Options	\$0.13	9,450,000
November 3, 2022	Debenture Units <sup>(3)</sup>	\$1,000	4,111
November 3, 2022	Warrants <sup>(3)</sup>	N/A	411,100
November 3, 2022	Broker Warrants	\$0.07	78,610
November 24, 2022	Debenture Units <sup>(3)</sup>	\$1,000	439
November 24, 2022	Warrants <sup>(3)</sup>	N/A	43,900
November 24, 2022	Broker Warrants <sup>(4)</sup>	\$0.07	667,097
November 24, 2022	Stock Options	\$0.13	7,000,000
December 2, 2022	Stock Options	\$0.12	125,000

**Notes:**

- (1) The Company issued units exercisable into Common Shares and warrants pursuant to a private placement.  
 (2) 35,000 broker warrants were cancelled after year end.  
 (3) Each Debenture Unit is comprised of \$1,000 principal amount of 12% secured debentures of the Company and 100 Common Share purchase warrants of the Company. Each warrant is exercisable into one Common Share of the Company at an exercise price of \$0.07 for a period of 36 months from closing.  
 (4) 3,448 broker warrants cancelled after year end.

### ESCROWED SECURITIES

Class of Shares	Number of Securities Subject to Restrictions on Transfer	Percentage of Class
Common Shares	130,736,672	24.05%

The escrowed securities are Common Shares issued by the Company in connection with the JoyBox Transaction (3,333,332 Common Shares) and Gamelancer Transaction (127,403,340 Common Shares). Computershare Trust Company of Canada acts as escrow agent for all escrowed securities.

The escrowed securities will be released in accordance with the following schedules:

Escrowed securities – JoyBox Transaction		
Release Date	Percentage of escrowed securities to be released	Number of escrowed securities to be released
September 1, 2023	25%	833,332
December 1, 2023	25%	833,332
March 1, 2024	25%	833,334
June 1, 2024	25%	833,334
<b>TOTAL</b>		<b>3,333,332</b>

Escrowed securities – Gamelancer Transaction		
Release Date	Percentage of escrowed securities to be released	Number of escrowed securities to be released
October 14, 2023	15%	31,850,835
April 14, 2024	15%	31,850,835
October 14, 2024	15%	31,850,835
April 14, 2025	15%	31,850,835
<b>TOTAL</b>		127,403,340

## DIRECTORS AND OFFICERS

### Name, Occupation and Security Holdings

The following table sets out the name, province or state and country of residence, position(s) and office(s) held with the Company and principal occupations during the preceding five years of each director and executive officer of the Company.

Name, Province or State and Country of Residence	Position/Title with the Company	Principal Occupation During Preceding Five Years	Served as Director of the Company since
<b>Jonathan Dwyer</b> Ontario, Canada	Chairman, Chief Executive Officer, and Director	Chairman and Chief Executive Officer of the Company since May 3, 2021. Prior thereto, he was Senior Vice President and Head of Partnerships at Enthusiast Gaming previously having been Senior Vice President and Head of Partnerships at Luminosity prior to their merger from June 2019 to January 2020. Prior to that, he was Chief Executive Officer of Aereus Technologies from March 2016 to June 2019.	May 3, 2021
<b>Razvan Romanescu</b> Florida, United States	Chief Strategy Officer and Director	Chief Strategy Officer of the Company since April 14, 2022. Prior thereto, he was Co-Founder and Chief Executive Officer of Guff Media since October 2012.	April 14, 2022
<b>Darren Lopes</b> Panama District, Panama	Chief Product Officer and Director	Chief Product Officer of the Company since April 14, 2022 and Director of the Company since June 29, 2023. Co-founder and co-Chief Executive Officer of 10PM Curfew since October 2019. Investor and Advisor to HoneyBum (since September 2017), Memes.com (since June 2015) and Guff (since June 2015). <sup>(1)</sup>	June 29, 2023
<b>Samuel Banks</b> New York, United States	Director	Ticket Operations and Partner Management of the National Basketball Association since November 2013. Prior thereto, he was in the Operations Department of the National Basketball Association from December 2012 to November 2013. <sup>(2)</sup>	May 3, 2021
<b>Cyril Leeder</b> <sup>(3) (4)</sup> Ontario, Canada	Director	Chief Executive Officer of Myers Auto Group since 2018. Prior thereto, he was President of the Ottawa Senators Hockey Club from 2009 to 2017. <sup>(5)</sup>	May 3, 2021
<b>Robert Segal</b> <sup>(3) (4)</sup> Ontario, Canada	Director	Partner and president at The Feldman Agency since April 2023 and co-founder and partner of BalmLabs since April 2018. Mr. Segal also acted as President of Business Development for Authentic Brands Group from February 2020 to June 2021. <sup>(6)</sup>	January 3, 2023
<b>Jean-Francois Cote</b> <sup>(3) (4)</sup> Quebec, Canada	Director	Chief Executive Officer of Sharethrough since March 2021. Prior thereto, he was co-founder, President and Chief Executive Officer of District M from June 2013 to March 2021. <sup>(7)</sup>	June 15, 2023

Name, Province or State and Country of Residence	Position/Title with the Company	Principal Occupation During Preceding Five Years	Served as Director of the Company since
<b>Michael Cotton</b> Ontario, Canada	Chief Business Officer	Chief Business Officer of the Company since June 29, 2023. Chief Operating Officer and President of the Company from May 3, 2021 to June 29, 2023. Chief Executive Officer of Rumble Gaming since January 2019. Prior thereto, he was Managing Director Sports & Media at Ryerson Futures from February 2016 to April 2020.	Not applicable
<b>Maximilien Desmarais</b> California, United States	President	Chief Revenue Officer of the Company from August 9, 2021 to June 29, 2023 and President of the Company since June 29, 2023. Founder and Chief Executive Officer of 514 Creative since May 2016. Prior thereto, he was Co-Founder at ScaleLab Network from September 2013 to August 2021. <sup>(8)</sup>	Not applicable
<b>Pooja Sharma</b> Ontario, Canada	Chief Financial Officer and Corporate Secretary	Chief Financial Officer of the Company since January 12, 2023. Prior thereto, she was Director of Finance at Ukko Agro Inc. from May 2022 to January 2023 and Finance Manager at Muir Tapes & Adhesives from October 2017 to April 2022.	Not applicable
<b>Zachary Longo</b> California, United States	Chief Content Officer	Chief Content Officer of the Company since April 14, 2022 and Chief Executive Officer of Sugo Sunday Inc. since January 2020. Prior thereto, he was a director and producer of films, music videos and tv series for MTV from 2018 to January 2020.	Not applicable
<b>Jung Hoon (Sam) Park</b> Ontario, Canada	Chief Marketing Officer	Chief Marketing Officer since June 15, 2023. Prior thereto he co-founded JoyBox in 2019 which was later acquired by the Company.	Not Applicable
<b>Kamar Burke</b> Ontario, Canada	Chief Creative Officer	Chief Creative Officer since June 15, 2023. Prior thereto, he co-founded JoyBox in 2019 which was later acquired by the Company.	Not Applicable

**Notes:**

- (1) *Mr. Lopes' principal occupation is co-Chief Executive Officer of 10PM Curfew, a female lifestyle, beauty and fashion online network.*
- (2) *Mr. Banks' principal occupation is Ticket Operations and Partner Management of the National Basketball Association.*
- (3) *Member of the Audit Committee.*
- (4) *Member of the Corporate Governance, Nominating and Compensation Committee.*
- (5) *Mr. Leeder's principal occupation is Chief Executive Officer of Myers Auto Group.*
- (6) *Mr. Segal's principal occupation is Partner and president at The Feldman Agency.*
- (7) *Mr. Cote's principal occupation is President and Chief Executive Officer of Sharethrough.*
- (8) *Mr. Desmarais' principal occupation is Chief Executive Officer of 514 Creative, a digital media marketing company.*

Each director holds office until the next annual meeting of shareholders following his or her election unless his or her office is earlier vacated in accordance with the by-laws of the Company.

As at the date of this AIF, the directors and executive officers of the Company, as a group, beneficially owned, controlled or directed, directly or indirectly, 207,633,631 Common Shares, representing approximately 38.19% of the outstanding Common Shares.

**Cease Trade Orders, Bankruptcies, Penalties or Sanctions**

**Cease Trade Orders:**

For the purposes of this section “**Order**” means:

- (a) a cease trade order;

- (b) an order similar to a cease trade order; or
- (c) an order that denied the relevant company access to any exemption under securities legislation;

that was in effect for more than 30 days.

No director or executive officer of the Company, within 10 years before the date of this AIF, has been a director, chief executive officer or chief financial officer of any company that was subject to an Order that was issued:

- (a) while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

**Bankruptcies:**

No director or executive officer of the Company, or shareholders holding a sufficient number of securities to materially affect control of the Company has:

- (a) as at the date of the AIF, or within 10 years before the date of the AIF, been a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of the proposed director ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) within 10 years before the date of the AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such person.

**Penalties and Sanctions:**

None of the directors or executive officers of the Company, or shareholders holding a sufficient number of securities to materially affect control of the Company, has, as at the date of the AIF, or within 10 years before the date of the AIF, been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

### **Conflicts of Interest**

There are no known existing or potential conflicts of interest among the Company, or any of its subsidiaries, and the directors and officers of the Company as a result of their outside business interests except that certain of the directors and officers may serve as directors, officers, promoters and members of management of other companies and therefore it is possible that a conflict may arise between their duties as a director and officer of the Company and their duties as a director, officer, promoter or member of management of such other companies.

The directors and officers of the Company have been advised of the existence of laws governing accountability of directors and officers regarding corporate opportunity and requiring disclosures by directors of conflicts of interest, and the Company will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of the directors or officers. All such conflicts shall be disclosed by such directors or officers and treated in accordance with the applicable laws of Ontario and the Company's constating documents.

## **LEGAL PROCEEDINGS AND REGULATORY ACTIONS**

### **Legal Proceedings**

Other than as disclosed below, the Company was not subject to any material legal proceedings during its most recently completed financial year, nor is the Company or any of its properties a party to or the subject of any such proceedings, and no such proceedings are known to be contemplated. The Company may be involved in routine, non-material litigation arising in the ordinary course of business, from time to time.

#### **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.

**Statement of Claim (November 10, 2022):**

On November 10, 2022, the Company received a statement of claim in the Ontario Superior Court of Justice between Hybrid Financial Ltd. and the Company. The plaintiff claims judgement against the Issuer in the amount of \$270,000 for breach of contract; for unjust enrichment or quantum meruit in the amount of \$270,000; pre and post judgement interest at the rate prescribed by sections 128 and 129 of the Courts of Justice Act; costs of this action; and such further and other relief the Court deems just.

**Statement of Claim (February 28, 2023):**

On February 28, 2023, the Company received a notice of claim where the claimant, D&H Group LLP, is claiming non-payment of fees due and owing for the performance of an audit engagement and review engagement performed by the claimant. The total claim is in the amount of \$17,186.34 and relates to the period prior to the reverse takeover transaction with Transglobe.

On April 26, 2023, the Company responded with an offer to settle for \$10,000 in exchange for the withdrawal of the claim and the signing release in favour of the Company.

**Regulatory Actions**

There were no penalties or sanctions imposed against the Company by a court relating to provincial and territorial securities legislation or by a securities regulatory authority during its most recently completed financial year, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Company, and the Company has not entered into any settlement agreements before a court relating to provincial and territorial securities legislation or with a securities regulatory authority.

**INTERESTS OF MANAGEMENT IN MATERIAL TRANSACTIONS**

No director or executive officer of the Company, person or company that beneficially owns, controls or directs, directly or indirectly, more than 10% of the Common Shares, or any associate or affiliate of any such persons, has or had any material interest, direct or indirect, in any transaction within the Company's three most recently completed financial years or during the current financial year which has materially affected or is reasonably expected to materially affect the Company or any of its subsidiaries other than as set out herein.

## TRANSFER AGENT AND REGISTRAR

The registrar and transfer agent of the Company is Computershare Trust Company of Canada, located at 510 Burrard Street, 3<sup>rd</sup> Floor, Vancouver, British Columbia V6C 3B9.

## MATERIAL CONTRACTS

Other than the Gamelancer Acquisition Agreement, the Company did not enter into any material contracts during the year ended December 31, 2022 or before the year ended December 31, 2022 that is still in effect as at the date of this AIF.

## EXPERTS AND INTERESTS OF EXPERTS

The auditor of the Company, MNP LLP, has informed the Company that it is independent with respect to the Company within the meaning of the Code of Professional Conduct of Chartered Professional Accountants of Ontario.

## AUDIT COMMITTEE INFORMATION

### The Audit Committee's Charter

The directors of the Company have adopted a charter (the “**Charter**”) for the audit committee (the “**Audit Committee**”), which sets out the Audit Committee’s mandate, organization, powers and responsibilities. The full text of the Charter is attached hereto as Appendix “A” to this AIF.

### Composition of the Audit Committee

The members of the Audit Committee are Cyril Leeder (Chair), Robert Segal and Jean Francois Cote. Messrs. Leeder and Cote are independent (as defined in National Instrument 52-110 — Audit Committees (“**NI 52-110**”) adopted by the Canadian Securities Administrators), and all members are financially literate (as defined in NI 52-110).

Name of Member	Independent <sup>(1)</sup>	Financially Literate <sup>(2)</sup>
Cyril Leeder (Chair)	Yes	Yes
Robert Segal	Yes	Yes
Jean-Francois Cote	Yes	Yes

**Notes:**

- (1) To be considered independent, a member of the Audit Committee must not have any direct or indirect “material relationship” with the Company. A “material relationship” is a relationship which could, in the view of the board of directors of the Company, be reasonably expected to interfere with the exercise of a member’s independent judgment.
- (2) To be considered financially literate, a member of the Committee must have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

### **Relevant Education and Experience**

Cyril Leeder is one of the original founders of the Ottawa Senators Hockey Club and was with the team for 27 years in various capacities including more than 15 years as President and COO. Mr. Leeder currently serves as CEO to Ottawa's largest automotive retailer – Myers Automotive Group. Mr. Leeder is a passionate community advocate and supporter and sits on the CEO Council of the Ottawa Board of Trade and the Boards of the Ottawa Community Foundation and Hydro Ottawa. He founded and chaired for 20 years, the Bell Capital Cup, recognized as the World's Largest Minor Hockey Tournament by the Guinness World Records with over 500 teams and 1,200 volunteers. Mr. Leeder has led the bidding and then chaired or co-chaired, the hosting of many major events including the 2009 World Junior Hockey Championships, 2013 World Women's Hockey Championships, 2012 NHL All-Star Game, 2008 NHL Entry Drafts, three JUNO Awards Ceremonies, and five Men's Final 8 CIS National Basketball Championships. Mr. Leeder's community service has been recognized through a number of awards including the 2008 Ottawa Businessperson of the Year Award, the Max Keeping Foundation and Sens Foundation 2008 Just One Person Award, the Celebrity Sports Dinner's 2008 Brian Kilrea Award, 2011 United Way Community Builder Award, the Ottawa Tourism's 2006 Tourism Leader of the Year, and the 2015 EY Entrepreneur of the Year Award for Community Service. Mr. Leeder is a Fellow of the Chartered Accountants and Chartered Professional Accountants of Ontario. Mr. Leeder holds a Bachelor of Commerce degree from McMaster University (1982).

Robert Segal has been a leading North American marketing and communications specialist for over 25 years. During this time, he has worked with large and respected brands. He currently is a Partner at The Feldman Agency. Mr. Segal founded his own agency, Segal Communications in 1995. Segal Communications grew into a large promotional & licensing agency and was acquired by Interpublic in 2000. Mr. Segal left the agency at the end of 2009 invested in and later became CEO of WorldGaming. WorldGaming was an early pioneer in Esports. WorldGaming was acquired by Cineplex in September 2015.

Jean-Francois Cote is the President and Chief Executive Officer of Sharethrough. Co-founder of Sharethrough (formerly District M) and awarded Entrepreneur of the Year by Ernst Young in 2017 and 2022, Mr. Cote was responsible for orchestrating the merger between District M and Sharethrough. Mr. Cote acts as the chief architect of the company's corporate strategy. Mr. Cote's expertise spans multiple industries, including Pratt & Whitney (Aerospace), PricewaterhouseCoopers (Investment Banking), and Yellow Pages (Media). Mr. Cote holds an Executive MBA from UQAM and a bachelor's degree in commerce with a specialization in Finance from University of Ottawa, and Mr. Cote is a CPA by training. He serves on multiple boards supporting children's education and sports activities.

### **Reliance on Certain Exemptions**

At no time since the commencement of the Company's most recently completed financial year has the Company relied on any of the exemptions contained in NI 52-110.

### **Audit Committee Oversight**

At no time during the last financial year have any recommendations by the Audit Committee respecting the appointment and/or compensation of the external auditors of the Company not been adopted by the Board pre-approval policies and procedures

### **Pre-Approval Policies and Procedures**

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in Schedule D of its Charter.

### External Auditor Services Fees (By Category)

The following table discloses the fees billed to the Company by its external auditor during the last two completed financial years:

Financial Year Ending	Audit Fees <sup>(1)</sup>	Audit Related Fees <sup>(2)</sup>	Tax Fees <sup>(3)</sup>	All Other Fees <sup>(4)</sup>
March 31, 2022	\$115,000	Nil	Nil	Nil
March 31, 2021	\$33,500	Nil	Nil	Nil

**Notes:**

- (1) *The aggregate fees billed for professional services rendered by the auditor for the audit of the Company's annual financial statements.*
- (2) *The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not disclosed in the "Audit Fees" column.*
- (3) *The aggregate fees billed for tax compliance, tax advice, and tax planning services.*
- (4) *Represents fees billed by the auditor in connection with the proofread of the Company's quarterly statements and the provision of non-audit related services during the last financial year.*

### ADDITIONAL INFORMATION

Additional information relating to the Company may be found through a database search at SEDAR at [www.sedar.com](http://www.sedar.com).

Additional information on the Company, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities, securities authorized for issue under equity compensation plans and audit committee disclosure, is contained in the Company's management information circular dated May 8, 2023 ("**Circular**"), and which is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information is provided in the Company's audited consolidated financial statements for the years ended December 31, 2022 and 2021, and management's discussion and analysis thereon, which are available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Additional information relating to the Company's Audit Committee may be found in the Company's most recent Circular, available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com). In addition, the Company's Audit Committee Charter is attached hereto as Schedule Appendix "A".

## APPENDIX “A”

### GAMELANCER MEDIA CORP. (the “Company”)

#### CHARTER OF THE AUDIT COMMITTEE

##### 1. PURPOSE OF THIS CHARTER

The Audit Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Gamelancer Media Corp. (the “**Corporation**”) to assist the Board in fulfilling its oversight responsibilities relating to financial accounting and reporting processes and internal controls for the Corporation. The Committee’s primary duties and responsibilities are to:

- a) conduct such reviews and discussions with management and the external auditors, relating to the audit and financial reporting, as are deemed appropriate by the Committee;
- b) assess the integrity of internal controls and financial reporting procedures of the Corporation and ensure implementation of such controls and procedures;
- c) ensure that there is an appropriate standard of corporate conduct for senior financial personnel and employees including, if necessary, adopting a corporate code of ethics;
- d) review the quarterly and annual financial statements and management’s discussion and analysis of the Corporation’s financial position and operating results (“**MD&A**”), and in the case of the annual financial statements and related MD&A, report thereon to the Board for approval of same;
- e) select and monitor the independence and performance of the Corporation’s external auditors, including attending private meetings with the external auditors and reviewing and approving their remuneration and all renewals or dismissals of external auditors; and
- f) provide oversight of all disclosure relating to, and information derived from, financial statements and MD&A.

The Committee has the authority to conduct any investigation appropriate to its responsibilities, and it may request the external auditors, as well as any officer of the Corporation or outside counsel for the Corporation, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee shall have unrestricted access to the books and records of the Corporation and has the authority to retain, at the Corporation’s expense, special legal, accounting, or other consultants or experts to assist in the performance of the Committee’s duties.

The Committee shall review and assess the adequacy of this Charter annually and submit any proposed revisions to the Board for approval.

In fulfilling its responsibilities, the Committee will carry out the specific duties set out in Part 4 of this Charter.

## **2. AUTHORITY OF THE AUDIT COMMITTEE**

The Committee shall have the authority to:

- a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- b) set and pay the compensation for advisors employed by the Committee; and
- c) communicate directly with the internal and external auditors.

## **3. COMPOSITION AND MEETINGS**

The Committee and its membership shall meet all applicable legal, regulatory and listing requirements, including, without limitation, those of the Ontario Securities Commission, the Canadian stock exchange upon which the Corporation's common shares trade, the *Business Corporations Act* (Ontario) and all applicable securities regulatory authorities.

- a) The Committee shall be composed of three or more directors as shall be designated by the Board from time to time. Unless a Chair is elected by the Board, the members of the Committee shall designate from amongst themselves, by majority vote of the full Committee, a member who shall serve as Chair. The position description and responsibilities of the Chair are set out in Schedule A attached hereto.
- b) Each member of the Committee shall be "independent" and each shall be "financially literate". An "independent" director is a director who has no direct or indirect material relationship with the Corporation. A "material relationship" is a relationship which, in the view of the Board, could be reasonably expected to interfere with the exercise of the director's independent judgement, or a relationship deemed to be a material relationship pursuant to Sections 1.4 and 1.5 of National Instrument 52-110 — *Audit Committees*, as set out in Schedule B hereto. A "financially literate" director is a director who has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the accounting issues that can reasonably be expected to be raised in the Corporation's financial statements.
- c) Each member of the Committee shall sit at the appointment of the Board, and in any event, only so long as he or she shall be independent. The Committee shall report to the Board.
- d) The Committee shall meet at least quarterly, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements. A minimum of two and at least 50% of the members of the Committee present, either in person or by telephone, shall constitute a quorum.

- e) If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the next business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.
- f) If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of their powers and responsibilities so long as a quorum remains in office.
- g) The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by the Committee. A meeting of the Committee may be called by letter, telephone, facsimile, email or other communication equipment by giving at least 48 hours' notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone, or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.
- h) Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
- i) The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may from time to time appoint any person, who need not be a member, to act as a secretary at any meeting.
- j) The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as the Committee may see fit, from time to time, to attend meetings of the Committee.
- k) Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. The Committee shall report its determinations to the Board at the next scheduled meeting of the Board, or earlier as the Committee deems necessary. All decisions or recommendations of the Committee shall require the approval of the Board prior to implementation, other than those relating to non-audit services and annual audit fees, which do not require the approval of the Board.
- l) The Committee members will be elected annually at the first meeting of the Board following the annual general meeting of shareholders.
- m) The Board may at any time amend or rescind any of the provisions hereof, or cancel them entirely, with or without substitution.

#### 4. RESPONSIBILITIES

##### a) Financial Accounting and Reporting Processes and Internal Controls

- i) The Committee shall review the annual audited and interim financial statements and related MD&A before the Corporation publicly discloses this information, in order to satisfy itself that the financial statements are presented in accordance with applicable accounting principles and, in the case of the annual audited financial statements and related MD&A, report thereon and recommend to the Board whether or not same should be approved prior to their being filed with the appropriate regulatory authorities. With respect to the annual audited financial statements, the Committee shall discuss significant issues regarding management's accounting principles, practices, and judgements with management and the external auditors, as and when the Committee deems it appropriate to do so. The Committee shall satisfy itself that the information contained in the annual audited and interim financial statements contain no material misstatements and are not misleading or incomplete. The Committee shall also satisfy itself that, in the case of the annual financial statements, the audit function has been effectively carried out by the auditors and, in the case of the interim financial statements, the review function has been effectively carried out.
- ii) The Committee shall review any internal control reports prepared by management and the evaluation of such reports by the external auditors, together with management's responses thereto.
- iii) The Committee shall be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, MD&A and annual and interim earnings press releases, and periodically assess the adequacy of these procedures in consultation with any Disclosure Representatives (as such term is defined in the Corporation's Corporate Disclosure and Insider Trading Policy) of the Corporation.
- iv) The Committee shall review any press releases containing financial information disclosure, if such releases are required to be reviewed by the Committee under any applicable laws or by one of the other Charters, before the Corporation publicly discloses this information.
- v) The Committee shall meet no less than annually with the external auditors and the Chief Financial Officer ("**CFO**") or, in the absence of a CFO, with the officer of the Corporation in charge of financial matters, to review accounting practices, internal controls and such other matters as the Committee, CFO or, in the absence of a CFO, the officer of the Corporation in charge of financial matters, deems appropriate.
- vi) The Committee shall inquire of management and the external auditors about significant financial and internal control risks or exposures, and shall assess the steps management has taken to minimize such risks.

- vii) The Committee shall review the post-audit or management letter, if any, containing the recommendations of the external auditors and management's response and subsequent follow-up to any identified weaknesses.
- viii) The Committee shall ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel and all employees.
- ix) The Committee shall follow procedures established as set out in Schedule C attached hereto for:
  - the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
  - the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- x) The Committee shall provide oversight to related party transactions entered into by the Corporation.
- xi) The Committee shall ensure that management establishes and maintains an appropriate budget process, which shall include assumptions regarding economic parameters that are well supported and that the risks facing the Corporation are taken into consideration, as well as periodic reports from the CFO comparing actual spending to the budget.
- xii) The Committee shall have the authority to adopt such policies and procedures as it deems appropriate to operate effectively.

**b) Independent Auditors**

- i) The Committee shall: recommend to the Board the external auditors to be nominated for the purpose of preparing or issuing an auditors' report or performing other audit, review or attestation services for the Corporation; set the compensation for the external auditors; provide oversight of the external auditors; and ensure that the external auditors report directly to the Committee.
- ii) The Committee shall ensure that procedures are in place to assess the audit activities of the independent auditors and the internal audit functions.
- iii) The pre-approval of the Committee shall be required, as further set out in Schedule D attached hereto, prior to the undertaking of any non-audit services not prohibited by law to be provided by the external auditors in accordance with this Charter.
- iv) The Committee shall monitor and assess the relationship between management and the external auditors and monitor, support and assure the independence and objectivity of the external auditors, and shall attempt to resolve disagreements between management and the external auditors regarding financial reporting.

- v) The Committee shall review the external auditors' audit plan, including the scope, procedures and timing of the audit.
- vi) The Committee shall review the results of the annual audit with the external auditors, including matters related to the conduct of the audit.
- vii) The Committee shall obtain timely reports from the external auditors describing: critical accounting policies and practices; alternative treatments of information within International Financial Reporting Standards that were discussed with management, their ramifications, and the external auditors' preferred treatment thereof; and material written communications between the Corporation and the external auditors.
- viii) The Committee shall review fees paid by the Corporation to the external auditors and other professionals in respect of audit and non-audit services on an annual basis.
- ix) The Committee shall review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former auditors of the Corporation.
- x) The Committee shall have the authority to engage the external auditors to perform a review of the interim financial statements.

**c) Other Responsibilities**

The Committee shall perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.

As at July 10, 2023.

**Schedule A****GAMELANCER MEDIA CORP.  
POSITION DESCRIPTION FOR THE CHAIR OF THE AUDIT COMMITTEE****1. PURPOSE**

The Chair of the Committee shall be an independent director, elected by the Board or designated by majority vote of the Committee to act as the leader of the Committee in assisting the Board in fulfilling its financial reporting and control responsibilities to the shareholders of the Corporation.

**2. WHO MAY BE CHAIR**

The Chair will be selected from amongst the independent directors of the Corporation who have a sufficient level of financial sophistication and experience in dealing with financial issues to ensure the leadership and effectiveness of the Committee. The Chair will be selected annually at the first meeting of the Board following the annual general meeting of shareholders, or designated by majority vote of the Committee.

**3. RESPONSIBILITIES**

The following are the primary responsibilities of the Chair:

- a) Chairing all meetings of the Committee in a manner that promotes meaningful discussion.
- b) Ensuring adherence to the Committee's Charter and that the adequacy of the Committee's Charter is reviewed annually.
- c) Providing leadership to the Committee to enhance its effectiveness, including:
  - i) acting as liaison and maintaining communication with the Board to optimize and coordinate input from directors, and to optimize the effectiveness of the Committee. This includes ensuring that Committee materials are available to any director upon request, and reporting to the Board on all decisions of the Committee at the first Board meeting after each Committee meeting and at such other times and in such manner as the Committee considers advisable;
  - ii) ensuring that the Committee works as a cohesive team with open communication, as well as ensuring open lines of communication for financial and control matters among the independent auditors, financial and senior management and the Board;
  - iii) ensuring that the resources available to the Committee are adequate to support its work and to resolve issues in a timely manner;
  - iv) ensuring that the Committee serves as an independent and objective party to monitor the Corporation's financial reporting processes and internal control systems, as well as monitoring the relationship between the Corporation and the independent auditors to ensure independence;

- v) ensuring that procedures as determined by the Committee are in place to assess the audit activities of the independent auditors and the internal audit functions; and
  - vi) ensuring that procedures as determined by the Committee are in place to review the Corporation's public disclosure of financial information, and assessing the adequacy of such procedures periodically in consultation with any Disclosure Representatives of the Corporation.
- d) Ensuring that procedures as determined by the Committee are in place for employees to submit confidential anonymous concerns, and for dealing with complaints received by the Corporation regarding accounting, internal controls and auditing matters.
- e) Managing the Committee, including:
- i) adopting procedures to ensure that the Committee can conduct its work effectively and efficiently, including procedures relating to Committee structure and composition, scheduling, and management of meetings;
  - ii) preparing the agenda for Committee meetings and ensuring pre-meeting material is distributed in a timely manner and is appropriate in terms of relevance, efficient format and detail;
  - iii) ensuring meetings are appropriate in terms of frequency, length and content;
  - iv) obtaining a report from the independent auditors on an annual basis, reviewing same with the Committee, and arranging meetings with the auditors and financial management to review the scope of the proposed audit for the current year, its staffing, and the audit procedures to be used;
  - v) overseeing the Committee's participation in the Corporation's accounting and financial reporting processes and the audits of the Corporation's financial statements;
  - vi) ensuring that the auditors report directly to the Committee, as representatives of the Corporation's shareholders;
  - vii) annually reviewing with the Committee its own performance, reporting annually to the Board on the role of the Committee and the effectiveness thereof in contributing to the effectiveness of the Board; and
  - viii) together with the Board, overseeing the structure, composition and membership of, and activities delegated to, the Committee from time to time.
- f) Performing such other duties as may be delegated from time to time to the Chair by the Board.

**Schedule B****GAMELANCER MEDIA CORP.  
NATIONAL INSTRUMENT 52-110 - AUDIT COMMITTEES****Section 1.4 Meaning of Independence**

- (1) An audit committee member is independent if he or she has no direct or indirect material relationship with the issuer.
- (2) For the purposes of subsection (1), a “material relationship” is a relationship which could, in the view of the issuer's board of directors, be reasonably expected to interfere with the exercise of a member's independent judgement.
- (3) Despite subsection (2), the following individuals are considered to have a material relationship with an issuer:
  - (a) an individual who is, or has been within the last three years, an employee or executive officer of the issuer;
  - (b) an individual whose immediate family member is, or has been within the last three years, an executive officer of the issuer;
  - (c) an individual who:
    - (i) is a partner of a firm that is the issuer's internal or external auditor,
    - (ii) is an employee of that firm, or
    - (iii) was within the last three years a partner or employee of that firm and personally worked on the issuer's audit within that time;
  - (d) an individual whose spouse, minor child or stepchild, or child or stepchild who shares a home with the individual:
    - (i) is a partner of a firm that is the issuer's internal or external auditor,
    - (ii) is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning) practice, or
    - (iii) was within the last three years a partner or employee of that firm and personally worked on the issuer's audit within that time;
  - (e) an individual who, or whose immediate family member, is or has been within the last three years, an executive officer of an entity if any of the issuer's current executive officers serves or served at that same time on the entity's compensation committee; and
  - (f) an individual who received, or whose immediate family member who is employed as an executive officer of the issuer received, more than \$75,000 in direct compensation from the issuer during any 12 month period within the last three years.

- (4) Despite subsection (3), an individual will not be considered to have a material relationship with the issuer solely because
  - (a) he or she had a relationship identified in subsection (3) if that relationship ended before March 30, 2004; or
  - (b) he or she had a relationship identified in subsection (3) by virtue of subsection (8) if that relationship ended before June 30, 2005.
- (5) For the purposes of clauses (3)(c) and (3)(d), a partner does not include a fixed income partner whose interest in the firm that is the internal or external auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with that firm if the compensation is not contingent in any way on continued service.
- (6) For the purposes of clause (3)(f), direct compensation does not include:
  - (a) remuneration for acting as a member of the board of directors or of any board committee of the issuer, and
  - (b) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.
- (7) Despite subsection (3), an individual will not be considered to have a material relationship with the issuer solely because the individual or his or her immediate family member
  - (a) has previously acted as an interim chief executive officer of the issuer, or
  - (b) acts, or has previously acted, as a chair or vice-chair of the board of directors or of any board committee of the issuer on a part-time basis.
- (8) For the purpose of section 1.4, an issuer includes a subsidiary entity of the issuer and a parent of the issuer.

### **Section 1.5 Additional Independence Requirements for Audit Committee Members**

- (1) Despite any determination made under section 1.4, an individual who
  - (a) accepts, directly or indirectly, any consulting, advisory or other compensatory fee from the issuer or any subsidiary entity of the issuer, other than as remuneration for acting in his or her capacity as a member of the board of directors or any board committee, or as a part-time chair or vice-chair of the board or any board committee; or
  - (b) is an affiliated entity of the issuer or any of its subsidiary entities, is considered to have a material relationship with the issuer.
- (2) For the purposes of subsection (1), the indirect acceptance by an individual of any consulting, advisory or other compensatory fee includes acceptance of a fee by
  - (a) an individual's spouse, minor child or stepchild, or a child or stepchild who shares the individual's home; or

- (b) an entity in which such individual is a partner, member, an officer such as a managing director occupying a comparable position or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the issuer or any subsidiary entity of the issuer.
- (3) For the purposes of subsection (1), compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.

**Schedule C****GAMELANCER MEDIA CORP.  
PROCEDURES FOR RECEIPT OF COMPLAINTS AND SUBMISSIONS  
RELATING TO ACCOUNTING MATTERS**

1. The Corporation shall inform employees on the Corporation's website, if there is one, or via a newsletter or e-mail disseminated to all employees at least annually, of the officer (the "**Complaints Officer**") designated from time to time by the Committee to whom complaints and submissions can be made regarding accounting, internal accounting controls or auditing matters, or issues of concern regarding questionable accounting or auditing matters. If no Complaints Officer is designated by the Corporation, the Chair of the Committee shall be designated as the Complaints Officer.
2. The Complaints Officer shall be informed that any complaints or submissions so received must be kept confidential, and that the identity of employees making complaints or submissions shall be kept confidential and shall only be communicated to the Committee or the Chair of the Committee.
3. The Complaints Officer shall be informed that he or she must report to the Committee as frequently as such Complaints Officer deems appropriate, but in any event no less frequently than on a quarterly basis prior to the quarterly meeting of the Committee called to approve interim and annual financial statements of the Corporation.
4. Upon receipt of a report from the Complaints Officer, the Committee shall discuss the report and take such steps as the Committee may deem appropriate.
5. The Complaints Officer shall retain a record of each complaint or submission received for a period of seven (7) years following resolution of such complaint or submission.

**Schedule D****GAMELANCER MEDIA CORP.  
PROCEDURES FOR APPROVAL OF NON-AUDIT SERVICES**

1. The Corporation's external auditors shall be prohibited from performing for the Corporation the following categories of non-audit services:
  - (a) book-keeping or other services related to the Corporation's accounting records or financial statements;
  - (b) appraisal or valuation services, fairness opinions or contributions-in-kind reports;
  - (c) actuarial services;
  - (d) internal audit outsourcing services;
  - (e) management functions;
  - (f) human resources functions;
  - (g) broker or dealer, investment adviser or investment banking services;
  - (h) legal services; and
  - (i) any other service that the Canadian Public Accountability Board, International Accounting Standards Board, or other analogous board which may govern the Corporation's accounting standards from time to time, determines is impermissible.
2. In the event that the Corporation wishes to retain the services of the Corporation's external auditors for tax compliance, tax advice or tax planning, the CFO of the Corporation shall consult with the Chair of the Committee, who shall have the authority to approve or disapprove on behalf of the Committee such non-audit services. All other non-audit services shall be approved or disapproved by the Committee as a whole.
3. The CFO of the Corporation shall maintain a record of non-audit services approved by the Chair of the Committee or the Committee for each fiscal year, and shall provide a report to the Committee no less frequently than on a quarterly basis.