GAMELANCER MEDIA CORP.

Computershare

8th Floor, 100 University Avenue
Toronto, Ontario M5J 2Y1
www.computershare.com

000001

Mr A Sample
Designation (if any)
Add1
Add2
add3
add4
add5
add6

Security Class
COMMON

Holder Account Number
C1234567890 IND

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Form of Proxy - Annual and Special Meeting to be held on Thursday, June 27, 2024 at 10:00 a.m. (ET)

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. **Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).**
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 10:00 a.m. (Eastern Time) on Tuesday, June 25, 2024.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!

To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free

To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- **Smartphone?** Scan the QR code to vote now.

If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.
Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management Nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER 123456789012345

MR SAM SAMPLE

C1234567890

XXX 123

Appointment of Proxyholder

I/We being holder(s) of securities of Gamelancer Media Corp. (the "Company") hereby appoint: Jonathan Dwyer, or failing this person, Pooja Sharma (the "Management Nominees")

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual and Special Meeting of shareholders of the Company to be held at 117 Peter Street, Unit 301, Toronto, Ontario M5V 0M3 on Thursday, June 27, 2024 at 10:00 a.m. (Eastern Time), and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

1. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. Jonathan Dwyer	☐	☐	02. Samuel Banks	☐	☐	03. Razvan Romanescu	☐	☐
04. Robert Segal	☐	☐	05. Matt Berger	☐	☐	06. Aaron Reitkopf	☐	☐
07. Kevin Moriarty	☐	☐	08. Kevin Cooper	☐	☐	09. Ali Plonchak	☐	☐

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	For	Withhold
2. Appointment of Auditors Appointment of MNP LLP as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.	☐	☐

	For	Against
3. Number of Directors To consider and, if deemed advisable, to pass, with or without variation, a special resolution to authorize the board of directors of the Company to set the number of directors from time to time within the minimum and maximum number of directors set forth in the articles of the Company, in accordance with Section 125(3) of the *Business Corporations Act* (Ontario).	☐	☐
4. Amendment of Articles – Name Change To consider, and if deemed advisable, pass, with or without variation, a special resolution the full text of which is set forth in the accompanying management information circular, approving the amendment of the articles of incorporation of the Corporation to change the name of the Corporation to "Vertiqal Studios Corp." or such other name as the directors of the Corporation, in their sole discretion, may determine.	☐	☐
5. Omnibus Equity Incentive Plan To consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to approve an omnibus equity incentive plan.	☐	☐
6. Amendment of Articles - Consolidation To consider and, if deemed advisable, pass, with or without variation, a special resolution to amend the articles of the Company to consolidate each of the issued and outstanding common shares of the Company by changing a maximum of twenty (20) pre-consolidation common shares of the Company, or such lesser number of pre-consolidation common shares as the directors of the Company in their discretion may determine, into one (1) post-consolidation common share of the Company, as more fully described in the accompanying management information circular.	☐	☐
7. Issuance of Shares for Debt To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the issuance of Common Shares of the Company to a related party which is majority-owned and controlled by a director of the Company to settle an outstanding amount owed to the related party by the Company, of which the details and the full text of the resolution are set out in the attached Circular.	☐	☐

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Signature of Proxyholder

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.**

Signature(s)

Date

MM / DD / YY

Interim Financial Statements – Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail. ☐

Annual Financial Statements– Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail. ☐

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/mailinglist.