

WonderFi Technologies Inc. Establishes ATM Program

Vancouver, British Columbia--(Newsfile Corp. - December 23, 2022) - **WonderFi Technologies Inc.** (TSX: WNDR) (OTCQB: WONDF) (WKN: A3C166) (FTX: WNDR) ("**WonderFi**" or the "**Company**") is pleased to announce that it has established an at-the-market equity program (the "**ATM Program**") that allows the Company to distribute up to \$10,000,000 of common shares in the capital of the Company (the "**Common Shares**") to the public from time to time, at the Company's discretion and subject to regulatory requirements.

Any Common Shares sold through the ATM Program will be made through "at-the-market distributions" as defined in the Canadian Securities Administrators' National Instrument 44-102 – *Shelf Distributions*, including sales made through the Toronto Stock Exchange (the "**TSX**") or any other "marketplace" as defined under applicable securities laws, or such other sales of Common Shares by the Agent (as defined herein) on behalf of the Company in its capacity as agent to the Company as shall be agreed by the Company and the Agent in writing, at prevailing market prices. Since the Common Shares will be distributed at prevailing market prices at the time of sale, prices may vary among purchasers during the period of distribution.

Distributions of the Common Shares through the ATM Program will be made pursuant to the terms of an equity distribution agreement dated December 23, 2022 (the "**Distribution Agreement**") entered into between the Company and Canaccord Genuity Corp. (the "**Agent**"). The volume and timing of distributions under the ATM Program, if any, will be determined at the Company's sole discretion. The Company is not obligated to make any sales of Common Shares under the ATM Program. The ATM Program will be effective until the earlier of (i) the issuance and sale of all of the Common Shares issuable pursuant to the ATM Program, (ii) October 7, 2024, and (iii) the termination of the Distribution Agreement as permitted therein. The net proceeds of any sales of Common Shares under the ATM Program, if any, will be used for general corporate and working capital purposes.

The ATM Program is being established pursuant to a prospectus supplement dated December 23, 2022 (the "**Prospectus Supplement**") to the Company's short form base shelf prospectus dated September 7, 2022 (the "**Base Shelf Prospectus**") filed with the securities commissions in each of the provinces and territories of Canada. The Prospectus Supplement, the Base Shelf Prospectus, and Distribution Agreement are available under the Company's issuer profile on SEDAR at www.sedar.com. Alternatively, the Agent will send copies of such documents to investors upon request by contacting the Agent at Canaccord Genuity Corp., 40 Temperance Street, Suite 2100, Toronto, Ontario, M5H 0B4, by email at ecm@cgf.com or by telephone at 416-869-7233. Before you invest, you should read the Prospectus Supplement, the Base Shelf Prospectus, and all other documents the Company has filed with the Canadian securities regulatory authorities for more complete information about the Company and the ATM Program.

*The securities referred to in this news release have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. Persons" (as such term is defined in Regulation S under the U.S. Securities Act) absent such registration or an applicable exemption from the registration requirements of the U.S. Securities Act. This news release does not constitute an offer for sale of securities for sale, nor a solicitation for offers to buy any securities. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the company and management, as well as financial statements.*

Additional Information

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ABOUT WONDERFI

WonderFi is a leading technology company with the mission of creating better, unified access to digital assets through centralized and decentralized platforms. WonderFi's executive team and Board of Directors have an established track record in finance and crypto. WonderFi's core team of engineers and technologists believe that everyone should have equal access to finance and are aligned in the mission to empower people around the world to access finance in a simple, smart and secure way. For more information, visit www.wonder.fi.

Forward-Looking Information and Statements

This news release contains "forward-looking information" and "forward-looking statements" (which we refer to collectively as forward-looking information) under the provisions of applicable securities legislation. All statements, other than statements of historical fact, are forward-looking information. Examples of forward-looking information in this news release include, among other things, statements related to: the expected sale of Common Shares under and the completion of the ATM Program, the price, volume and timing of sale of Common Shares under the ATM Program, the anticipated use of proceeds from any offering made under the Company's Base Shelf Prospectus, and any offerings to be conducted thereunder including the ATM Program, and the anticipated benefits and impacts of the ATM Program. Forward-looking information is based upon a number of factors and assumptions that, if untrue, could cause the actual results, performances or achievements of the Company to be materially different from future results, performances or achievements expressed or implied by such information. Such information reflects the Company's current views with respect to future events and is necessarily based upon a number of assumptions that, while considered reasonable by the Company today, are inherently subject to significant uncertainties and contingencies. These assumptions include, among others, those set out in the Base Shelf Prospectus and Prospectus Supplement, as amended, and documents incorporated or deemed to be incorporated by reference therein, and the ability to successfully complete one or more offerings thereunder including the ATM Program, and any anticipated use of proceeds in connection therewith, the impacts of COVID-19 globally and in the jurisdictions in which we operate, the Company position in a competitive environment, and a stable and supportive legislative, regulatory and community environment, and general economic and market conditions.

Forward-looking information also involve known and unknown risks that may cause actual results to differ materially from those presented in the forward-looking information. These risks include, among others, the ability of the Company to successfully close a financing, including the ATM Program, and those risks identified in the base Shelf Prospectus and Prospectus Supplement, as amended, and the documents incorporated or deemed to be incorporated by reference therein. Additional risks, assumptions and other factors are set out in the Company's management discussion analysis and most recent annual information form, copies of which are available on SEDAR at www.sedar.com.

Although the Company has attempted to identify important risks and assumptions, given the inherent uncertainties in such forward-looking information, there may be other factors that cause results to differ materially. Forward-looking information is made as of the date hereof and the Company does not

intend, and expressly disclaims any obligation to, update or revise the forward-looking information contained in this news release, except as required by law. Accordingly, readers are cautioned not to place undue reliance on forward-looking information.

The Toronto Stock Exchange has not approved or disapproved of the information contained in this release.

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