NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

TIIDAL GAMING GROUP ANNOUNCES CLOSING OF REVERSE TAKEOVER TRANSACTION

Shares Expected to Commence Trading on the CSE Under Symbol "TIDL" on or about November 17, 2021

Toronto, Ontario, November 10, 2021 – Tiidal Gaming Group Corp. (CSE: TIDL) (the "**Company**"), formerly GTA Financecorp Inc. ("**GTA**"), today announces the successful closing of its previously announced reverse takeover of GTA by Tiidal Gaming Group Inc. (the "**Business Combination**").

The Business Combination was effected by way of a three-cornered amalgamation among GTA, Tiidal Gaming Group Inc. ("**Tiidal**") and 2852773 Ontario Inc. ("**Subco**"), a wholly-owned subsidiary of GTA, pursuant to which Tiidal amalgamated with Subco to form an amalgamated entity called "Tiidal Gaming Holdings Inc.". Immediately prior to and in connection with the Business Combination, the Company effected a consolidation (the "**Consolidation**") of the common shares of the Company (the "**Common Shares**") on a one post-Consolidation Common Share (a "**Resulting Issuer Share**") for every 11.2678 pre-Consolidation Common Shares basis. In addition, the Company amended its articles to change its name from "GTA Financecorp Inc." to "Tiidal Gaming Group Corp." All outstanding stock options of GTA, on a post-Consolidation basis, remain in effect on substantially the same terms. Shareholder approval for certain of these matters where required was obtained at an annual and special meeting of the Company's shareholders held on September 15, 2021.

In addition, an aggregate of 7,191,221 subscription receipts of Tiidal, which were issued pursuant to the previously announced concurrent private placement of Tiidal for aggregate gross proceeds of \$3,422,165.50 (the "**Current Financing**"), were converted for no additional consideration into an aggregate of 7,191,221 Resulting Issuer Shares and 3,595,609 warrants to acquire Resulting Issuer Shares in connection with the closing of the Business Combination.

In connection with the Business Combination, shareholders of Tiidal received one Resulting Issuer Share for every share of Tiidal held, and now hold an aggregate of 68,460,125 Resulting Issuer Shares (inclusive of subscribers in the Concurrent Financing). In addition, all existing warrants and options of Tiidal were exchanged for similar securities of the Resulting Issuer following completion of the Business Combination on a one-for-one basis (post-Consolidation) on substantially similar terms and conditions.

Following closing of the Business Combination, the Company has 71,740,121 Resulting Issuer Shares issued and outstanding, of which 3,279,996 Resulting Issuer Shares result from the Consolidation of the pre-Business Combination Common Shares held by the shareholders of GTA, and 68,460,125 Resulting Issuer Shares were issued to former shareholders and securityholders of Tiidal. In addition, the Company has reserved for issuance (i) an aggregate of 5,979,531 Resulting Issuer Shares issuable upon the exercise of stock options of the Company, (ii) an aggregate of 7,537,892 Resulting Issuer Shares issuable upon the exercise of warrants of the Company, (iii) an aggregate of 457,971 Resulting Issuer Shares issuable upon the exercise of compensation warrants granted to brokers or agents in connection with the Current Financing, and (iv) an aggregate of 6,369,000 Resulting Issuer Shares issuable upon satisfaction of certain performance milestones.

New Board and Management

Following the Business Combination, the leadership team of the Company is as follows:

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES.

- Charles Watson Chief Executive Officer
- Alex McAulay Chief Financial Officer
- Maksymilian Polaczuk Chief Technology Officer
- Zachary Goldenberg Director
- David Wang Director
- Neil Duffy Director
- Jeffrey Orridge Director

Further details of the Business Combination are contained in news releases of GTA dated February 17, 2021 and July 13, 2021. Readers are also referred to the listing statement of the Company dated November 9, 2021 (the "**Listing Statement**") which was prepared in accordance with the requirements of the Canadian Securities Exchange ("**CSE**") and filed under the Company's issuer profile on SEDAR at <u>www.sedar.com</u>.

The Company expects to commence trading of the Resulting Issuer Shares on the CSE under the ticker "TIDL" on or about November 17, 2021.

Early Warning Report

In connection with the Business Combination, each of Mr. Charles Watson, 2578218 Ontario Ltd. (an entity beneficially owned and controlled by Mr. Zachary Goldenberg), 2459425 Ontario Limited (an entity beneficially owned and controlled by Mr. Zyshan Kaba), and Thesis Capital Inc. and 10926957 Canada Inc. (entities beneficially owned and controlled by Mr. Pritpal Singh) acquired ownership, control or direction over Resulting Issuer Shares requiring disclosure pursuant to the early warning requirements of applicable securities laws. Immediately prior to completion of the Business Combination, none of Charles Watson and 2459425 Ontario Limited had ownership of, or exercised control or direction over, any voting or equity securities of the Company. Immediately prior to the completion of the Business Combination, 2578218 Ontario Ltd. held 215,270 Common Shares (on a post-Consolidation basis) and 48,811 options of the Company (on a post-Consolidation basis). Immediately prior to the completion of the Business Combination, Thesis Capital Inc. held 133,122 Common Shares (on a post-Consolidation basis).

Charles Watson acquired ownership of 8,279,700 Resulting Issuer Shares representing approximately 11.54% of the outstanding Resulting Issuer Shares on a non-diluted basis and 636,900 options to acquire Resulting Issuer Shares (the "**CM Options**"). Assuming the exercise in full of the CM Options, Charles Watson will hold 8,916,600 Resulting Issuer Shares representing 12.32% of the then issued and outstanding Resulting Issuer Shares on a partially diluted basis.

2578218 Ontario Ltd. acquired ownership of 6,584,270 Resulting Issuer Shares representing approximately 9.18% of the outstanding Resulting Issuer Shares on a non-diluted basis, and 636,900 options to acquire Resulting Issuer Shares (the "**257 Options**") and 1,199,494 warrants of the Resulting Issuer Shares (the "**257 Warrants**"). Assuming exercise in full of the 257 Options, the 257 Warrants and the options of the Company held prior completion of the Business Combination, 2578218 Ontario Ltd. will hold 8,469,475 Resulting Issuer Shares representing 11.50% of the then issued and outstanding Resulting Issuer Shares on a partially diluted basis.

2459425 Ontario Limited acquired ownership of 6,369,000 Resulting Issuer Shares representing approximately 8.88% of the outstanding Resulting Issuer Shares on a non-diluted basis, 636,900 options to acquire Resulting Issuer Shares (the "**245 Options**") and 1,199,495 warrants of the Resulting Issuer Shares (the "**245 Warrants**"). Assuming the exercise in full of the 245 Options and the 245 Warrants, 2459425

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES.

Ontario Limited will hold 8,205,395 Resulting Issuer Shares representing 11.15% of the then issued and outstanding Resulting Issuer Shares on a partially diluted basis.

Thesis Capital Inc. acquired ownership of 6,502,122 Resulting Issuer Shares representing approximately 9.06% of the outstanding Resulting Issuer Shares on a non-diluted basis, and 636,900 options to acquire Resulting Issuer Shares (the "**Thesis Options**"). 10926957 Canada Inc. acquire ownership of 1,199,494 warrants of the Resulting Issuer Shares (the "**109 Warrants**"). Assuming exercise in full of the Thesis Options and the 109 Warrants, Thesis Capital Inc. and 10926957 Canada Inc. will collectively hold 8,338,516 Resulting Issuer Shares representing 11.33% of the then issued and outstanding Resulting Issuer Shares on a partially diluted basis.

The Company understands that each of Mr. Charles Watson, 2578218 Ontario Ltd., 2459425 Ontario Limited, Thesis Capital Inc. and 10926957 Canada Inc. acquired the aforementioned securities for investment purposes and may, from time to time and depending on market and other conditions and subject to the requirements of applicable securities laws, acquire additional Resulting Issuer Shares through market transactions, private agreements, treasury issuances, dividend reinvestment programs, exercise of options, convertible securities or otherwise (if and when granted), or may, subject to the requirements of applicable securities laws, sell all or some portion of the Resulting Issuer Shares they own or control (upon release of the securities from escrow, or otherwise in accordance with the terms of the escrow restrictions), or may continue to hold the Resulting Issuer Shares.

This portion of this news release is issued pursuant to National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues* of the Canadian Securities Administrators, which also requires an early warning report to be filed with the applicable securities regulators containing additional information with respect to the foregoing matters. A copy of the early warning reports will be filed by Mr. Charles Watson, 2578218 Ontario Ltd., 2459425 Ontario Limited, and Thesis Capital Inc. and 10926957 Canada Inc. in accordance with applicable securities laws and will be available on the Company's issuer profile on SEDAR at www.sedar.com.

The head office of 2578218 Ontario Ltd. is located at 2-651 Christie Street, Toronto, Ontario, M6G 3E8, the address of Charles Watson is located at 48 Sorrento Street, Kitchener, Ontario, N2R 0A8, the head office of 2459425 Ontario Limited is located at 106 Glenngarry Crescent, Maple, Ontario, L6A 4Z4, and the head office address of each of Thesis Capital Inc. and 10926957 Canada Inc. is of 2185 Rosemount Crescent, Oakville, Ontario, L6M 3P4. The Company's head office is located at 365 Bay Street, Suite 800, Toronto, Ontario M5H 2V1.

About Tiidal

Tiidal is an esports and gaming platform company focused on owning and operating synergistic businesses in the gaming ecosystem, including its wholly-owned subsidiaries Sportsflare and Lazarus Esports. We focus on media and technology as we believe the key to success is engagement; both our media and technology operations focus on increasing positive fan and consumer engagement and 10-X'ing the esports experience. Tiidal is enabling the next generation of esports and building the future of game-based entertainment. For more information please visit www.tiidal.gg.

For more information, please contact:

Charlie Watson Chief Executive Officer, Tiidal Gaming Group Corp. IR@tiidal.gg

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES.

519-589-6559

Forward-Looking Information

This news release contains forward-looking statements including, but not limited to, statements about the Company's strategies, expectations, planned operations or future actions; the listing of the Resulting Issuer Shares on the CSE; and statements with respect to future intentions of Mr. Charles Watson, 2578218 Ontario Ltd., 2459425 Ontario Limited, Thesis Capital Inc. and 10926957 Canada Inc. Often, but not always, these Forward-looking Statements can be identified by the use of words such as "estimated", "potential", "open", "future", "assumed", "projected", "used", "detailed", "has been", "gain", "planned", "reflecting", "will", "containing", "remaining", "to be", or statements that events, "could" or "should" occur or be achieved and similar expressions, including negative variations.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any results, performance or achievements expressed or implied by the Forward-looking Statements, including those factors discussed under "Risk Factors" in the Listing Statement. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in Forward-looking Statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended.

Forward-looking statements involve significant risk, uncertainties and assumptions. Many factors could cause actual results, performance or achievements to differ materially from the results discussed or implied in the forward-looking statements. These factors should be considered carefully and readers should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this news release are based upon what management believes to be reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forward-looking statements. The Forward-looking statements contained herein are made as of the date hereof and the Company disclaims any obligation to update any Forward-looking statements, whether as a result of new information, future events or results or otherwise, except where required by law. There can be no assurance that these forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities 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 U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available. Not for distribution to U.S. newswire services or for dissemination in the United States. Any failure to comply with this restriction may constitute a violation of U.S. securities laws.

Neither the CSE nor its Market Regulator (as that term is defined in policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.