



Good Life Networks Inc. Announces the Closing of 495 Communications, LLC

VANCOUVER, Dec. 18, 2018 /CNW/ - Good Life Networks Inc. ("**GLN**", or the "**Company**") (TSXV: GOOD) (FSE: 4G5), a programmatic advertising technology company, announced today that, concurrent with receiving debt financing at prime plus one and a quarter from a Major Canadian Financial Institution (announced yesterday), it has closed the acquisition of 495 Communications, LLC ("**495**"), a leading advertising and content marketing company based in New York City and Santa Monica, California. Under the terms of a definitive share purchase agreement (the "**Agreement**"), GLN has acquired all of the issued and outstanding shares (the "**Purchased Shares**") of 495 for an aggregate purchase price of USD\$15,000,000. According to a third-party unaudited Quality of Earnings prepared by CohnReznick LLP in New York, as at August 31, 2018; 495's Trailing Twelve Month revenue was reported at approximately USD\$14.4M (CDN\$18.1M equivalent), and adjusted EBITDA came in at USD\$1.9M (CDN\$3.3M equivalent).

"I'm very proud of our company and team who have achieved nearly every operating metric this year. From the beginning our mission, vision, culture and values have guided our growth strategy," said Jesse Dylan, CEO of GLN. "With the closing of Impression X announced earlier today and now 495 we have achieved our objective of acquiring two companies this year. These acquisitions will be immediately accretive to revenue."

Under the terms of the Agreement, consideration for the Purchased Shares consists of the following:

- a) US\$3,500,000 in cash, payable to the members of 495 less the amount of outstanding indebtedness;
- b) a cash earn-out, up to a maximum of US\$5,500,000 for hitting performance benchmarks; and
- c) a share/cash earn-out, to be satisfied, at the sole discretion of the Company, in cash or through the issuance of common shares of the Company ("**GLN Shares**") up to a maximum amount of US\$6,000,000 for hitting performance benchmarks, such GLN Shares to be issued at a per share price based upon the greater of (i) the 20-day volume weighted average trading price of the GLN Shares on the TSX Venture Exchange (the "**TSX-V**") immediately prior to the date of issuance and (ii) the lowest price permitted by the policies of the TSX-V.

The GLN Story

GLN's technology is the engine that sits between advertisers and publishers. The GLN Platform is built for cross device video advertising: Mobile, In-App, Desktop and CTV (Connected Television). The Programmatic Video Marketing Platform is powered by GLN's Patent Pending proprietary machine learning technology that targets and connects digital advertisers with consumers three times faster than industry standards, with exceptional low fraud rates among vendors without collecting PII (Personal Identifiable Information).

The Programmatic Video Technology Platform features integrations at the server level with both Publishers and Advertisers. Our technology quickly finds the most valuable advertisement for every consumer. Publishers make more money through improved CPM (advertising fill rate) combined with a more engaged consumer experience. Advertisers make more money by reaching their target audience more effectively. GLN makes money by retaining a percentage of the advertiser's fee.

GLN is headquartered in Vancouver, Canada with offices in the US and UK and trades on the TSX Venture Exchange under the stock symbol "GOOD" and The Frankfurt Stock Exchange under the stock symbol 4G5.

Addressable Market: The total media ad spend worldwide will rise 7.4% to \$628.63 billion according to eMarketer. 2018 Canadian Internet Ad Revenue is projected to rise by over \$945 million to \$7.7 Billion accord to the IAB (Interactive Advertising Bureau).

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward Looking Statements:

Forward-looking statements relate to future events or future performance and reflect the expectations or beliefs regarding future events of management of GLN. This information and these statements, referred to herein as "forward looking statements", are not historical facts, are made as of the date of this news release and include without limitation, statements regarding discussions of future plans, estimates and forecasts and statements as to management's expectations and intentions with respect to the Company's acquisition and performance of 495. These statements generally can be identified by use of forward-looking words such as "may", "will", "expect", "estimate", "anticipate", "intends", "believe" or "continue" or the negative thereof or similar variations. These forward looking statements involve numerous risks and uncertainties and actual results might differ materially from results suggested in any forward-looking statements. Important factors that may cause actual results to vary include without limitation, risks relating GLN realizing on the anticipated value of acquiring the Purchased Shares, GLN maintaining its projected growth, and general economic conditions or conditions in the financial markets. In making the forward looking statements in this news release, the Company has applied several material assumptions, including without limitation that the acquisition of the Purchased Shares will generate the anticipated revenue and expand GLN's global reach per management's expectations. GLN does not assume any obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those reflected in the forward looking-statements, unless and until required by applicable securities laws. Additional information identifying risks and uncertainties is contained in GLN's filings with the Canadian securities regulators, which filings are available at www.sedar.com.

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