

FORM 51-102F3 - MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Victory Square Technologies Inc. (the "Company")
Suite 300, 128 West Hastings Street, Vancouver, BC Canada V6B 1G8

Item 2 Date of Material Change

January 31, 2018

Item 3 News Release

The news release attached hereto as Schedule "A" announcing the material change described herein was disseminated through the news dissemination services of Nasdaq GlobeNewswire on January 31, 2018.

Item 4 Summary of Material Change

The Company announced that the board of directors has approved a strategic initiative to unlock the intrinsic value of its wholly owned portfolio subsidiary, FansUnite Media Inc. ("FansUnite") by contemplating a distribution of a portion of the common shares currently held to shareholders of Victory Square. Victory Square will evaluate, consider and assess the mechanism by which to effect such distribution on a tax efficient and financially prudent basis, with the aim of ultimately capitalizing FansUnite into a stand-alone publicly listed entity, which is anticipated to occur later this year.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the news release attached as Schedule "A" for a full description of the material change.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Shafin Tejani Diamond, Director and Chief Executive Officer
Telephone: (604) 283-9166

Item 9 Date of Report

February 6, 2018

SCHEDULE "A"



/NOT FOR DISSEMINATION IN THE UNITED STATES OR THROUGH U.S. NEWSWIRE SERVICES/

**VICTORY SQUARE TECHNOLOGIES ANNOUNCES
NEW STRATEGIC INITIATIVE RELATED TO FANSUNITE MEDIA, INC.**

...dynamic social sports betting platform & wholly-owned portfolio subsidiary incorporating blockchain technology as it progresses towards public listing later this year

VANCOUVER, BRITISH COLUMBIA, CANADA (January 31, 2018) – Victory Square Technologies Inc. ("**Victory Square**" or the "**Company**") (CSE:VST, OTC:VSQTF, FWB:6F6) is pleased to announce that, as part of the Company's long-term strategy to maximize shareholder value, the board of directors has approved a strategic initiative to unlock the intrinsic value of its wholly owned portfolio subsidiary, FansUnite Media Inc. ("**FansUnite**") by contemplating a distribution of a portion of the common shares currently held to shareholders of Victory Square. Victory Square will evaluate, consider and assess the mechanism by which to effect such distribution on a tax efficient and financially prudent basis, with the aim of ultimately capitalizing FansUnite into a stand-alone publicly listed entity, which is anticipated to occur later this year.

FansUnite is developing a new social sports platform using blockchain technology. Blockchain technology and the inherent security it provides will enable FansUnite to develop a reliable, transparent platform that is expected to become a standard amongst betting platforms around the world. The newly created FansUnite Token has been developed as the currency to be used across the platform, harnessing the benefits of blockchain technology to avoid payment problems associated with legacy gambling, providing freedom of choice over betting markets, ensuring betting arrangements are honoured exactly as entered, and providing stable value and low costs. FansUnite is progressing with licensing and regulatory arrangements and expects to launch this new platform in 2018.

Shafin Tejani, Chief Executive Officer of Victory Square, commented: "The objective of the contemplated distribution is to provide shareholders with a significant stake in FansUnite as it progresses towards the launch of its new sports betting platform, pursues capital raising and explores opportunities to become a stand-alone publicly traded company. This will enable the capital markets to appropriately value one of our portfolio investments while we continue to concentrate on our core business as a venture builder and technology incubator."

Subject to all requisite regulatory approvals, the mechanism, timing and quantum of any such future distribution will be subject to the determination of the Company's board of directors, in its sole discretion, taking into account, among other things, liquidity, financial condition, corporate strategy, tax implications, market trends and other capital market considerations. There is no assurance that any such distribution will be made in a timely manner or at all, or that Victory Square will complete the planned distribution of FansUnite common shares within the anticipated timeframe or at all.

For further information about the Company, please contact:

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Media Contact - Howard Blank, Director

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This news release should not be construed as an offer or sale or the solicitation of an offer to buy of securities in the United States or to, or for the account or benefit of, U.S. persons and no securities may be offered, distributed or sold in the United States absent registration or an exemption from registration.

ABOUT VICTORY SQUARE TECHNOLOGIES INC.

Victory Square is a blockchain-focused venture builder that funds and empowers entrepreneurs to implement innovative blockchain solutions. Victory Square portfolio companies are disrupting every sector of the global economy including Virtual Reality, Artificial Intelligence, Personalized Health, Gaming and Film. Victory Square has a proven process for identifying game-changing entrepreneurs and providing them with the partners, mentorship and support necessary to accelerate their growth and help them scale globally. For more information, please visit www.victorysquare.com.

ABOUT FANSUNITE MEDIA INC.

Operating as a division of Victory Square Technologies Inc., FansUnite operates a social sports data platform (www.fansunite.com) which was launched by three sports fans who wanted to take sports back to the global community of fans that fuel the industry. With a free virtual currency, members make their fantasy sports picks with zero monetary risk and are able to track their selections with the proprietary PickTracker. FansUnite.com offers a full-unedited look into the picking history of individual players and their peers. FansUnite Consensus literally allows members to see what the crowd is saying.

FORWARD-LOOKING INFORMATION

This news release includes forward-looking information within the meaning of Canadian securities legislation concerning the business of Victory Square, including expectations relating to the future business and operational plans of FansUnite, the launch of its platform and FansUnite Tokens, as well as obtaining applicable licensing and regulatory approvals. Forward-looking information is based on certain key expectations and assumptions made by the management of Victory Square, including that FansUnite will be able to obtain all regulatory and licensing approvals in order to launch its platform as designed and developed, and that it will be able to meet its operational objectives within the anticipated timeframe. Although Victory Square believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on forward-looking information and Victory Square can give no assurance that such information will prove to be correct. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or those of FansUnite, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information, including those risks and uncertainties contained in the Company's publicly filed documents and materials. Forward-looking information contained in this news release is made as of the date of this news release, and Victory Square disclaims any obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.

The Canadian Securities Exchange has neither approved nor disapproved the contents of this news release and accepts no responsibility for the adequacy or accuracy hereof.