



## **VICTORY SQUARE ENTERS INTO DEFINITIVE AGREEMENT TO ACQUIRE 100% OF LIMITLESS BLOCKCHAIN TECHNOLOGY, LLC.**

*...new acquisition to provide full suite of industry-leading Blockchain solutions*

**VANCOUVER, BRITISH COLUMBIA, CANADA (April 10, 2018)** – Subject to all requisite regulatory approvals, Victory Square Technologies Inc. (“**Victory Square**” or the “**Company**”) (CSE: VST, OTC: VSQTF, FWB: 6F6) will acquire 100% percent of all issued and outstanding membership interests of Limitless Blockchain Technology, LLC (“**Limitless Blockchain**”) for \$5,000,000 Canadian in total consideration (the “**Purchase Price**”).

Pursuant to a definitive share purchase agreement executed between the Company and the interest owner of Limitless Blockchain (the “**Share Purchase Agreement**”), the Purchase Price will be paid and satisfied by the Company through the issuance of 3,703,703 common shares in the capital of the Company (the “**Consideration Shares**”) at a deemed issue price of \$1.35 Canadian per Consideration Share. The deemed issue price represents the closing price of the common shares of the Company on the Canadian Securities Exchange at the end of trading on April 9, 2018, the trading day preceding this news release announcing the acquisition, less a discount of 10%. In accordance with the terms of the Share Purchase Agreement, the Consideration Shares shall be subject to resale restrictions, which permit 8% of the Consideration Shares to be eligible to be free trading four months from the date of issuance to satisfy the statutory hold period and a further 8% every three months thereafter until the final balance of Consideration Shares is eligible to be free-trading in approximately three years’ time. The Share Purchase Agreement also contains standard representations, warranties and covenants for transactions of this nature.

The acquisition brings Limitless Blockchain – an established blockchain solution provider -- into the Victory Square family of portfolio companies. Best-known for its work in developing an ecosystem of hardware, software, and networking products to meet increased global consumer demand for new age technology, Limitless Blockchain has the following three anchor products in late-stage development or already deployed in the marketplace:

- L-Hash, a data centre in Nevada, currently runs over one thousand miners of Bitcoin, Ethereum and Litecoin. L-Hash has spot orders in place for new mining equipment to double capacity over the next 12 months.
- Limitless VPN is a user-based desktop miner for household use with over 11,000 users and a growing wait list of 6,000. The company plans to push this user base to 100,000 by the end of 2018 by expanding their data centre.
- Limitless Audio is an audio streaming application currently in late stage development. Limitless Audio takes a decentralized approach, much like Napster, where a great deal of money is saved and provided to hardworking artists in exchange for using streaming capabilities to mine

cryptocurrencies. Taking a community-centric approach, the company can incentivize users to host and maintain the platform.

Limitless Blockchain also has a series of other products in early to mid-development.

“Limitless Blockchain represents another dynamic addition to our growing portfolio of emerging technology companies,” said Victory Square Chief Executive Officer Shafin Diamond Tejani. “The Limitless team shares in our conviction that blockchain technology will have an overwhelming effect on the way consumers adopt and use everyday products in the future. Having already developed a suite of groundbreaking software and hardware solutions catering to consumers that will inevitably utilize blockchain products in the future, we saw an immediate opportunity to bring the team in house and assist in scaling their operations to serve a growing demand. In the coming years, we look forward to working closely with CEO Michael Shader and the Limitless team and their customers as we assist them in their next stage of growth.”

Limitless CEO Shader, who has been active in the blockchain industry for nearly a decade, will continue to run the Limitless operation as a division of Victory Square and will add significant value by working closely with other Victory Square portfolio companies.

“I’ve had the opportunity to meet with many venture capital firms over the years but Victory Square really stood out to us as a logical fit,” said Shader. “Outside of the financial resources, the team’s venture build style is very attractive to us. As a part of the Victory Square family, we now have the backing we need to make a real impact and we believe we’ll have a golden opportunity to reach some of our bigger goals.”

“As we continue to pursue our vision of leading the next generation of technology entrepreneurs to build world class products, we remain confident in our ability to scale our portfolio companies aggressively and maintain a healthy pipeline of acquisitions with a focus on increasing value for Victory Square shareholders,” added Tejani.

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**ABOUT VICTORY SQUARE TECHNOLOGIES INC.**

Victory Square Technologies 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](http://www.victorysquare.com).

## **ABOUT THE CANADIAN SECURITIES EXCHANGE (CSE)**

The Canadian Securities Exchange, or CSE, is operated by CNSX Markets Inc. Recognized as a stock exchange in 2004, the CSE began operations in 2003 to provide a modern and efficient alternative for companies looking to access the Canadian public capital markets.

## **FORWARD-LOOKING INFORMATION**

This news release contains “forward-looking information” within the meaning of applicable securities laws relating to the outlook of the business of Victory Square, including, without limitation, statements relating to the completion of the acquisition of an interest in Limitless Blockchain and the timing, cost and terms thereof, the impact of the acquisition on the Company, the strategic direction of the Company, and its goal of broadening its portfolio of interests in innovative companies. Such forward-looking statements may, without limitation, be preceded by, followed by, or include words such as “believes”, “expects”, “anticipates”, “estimates”, “intends”, “plans”, “continues”, “project”, “potential”, “possible”, “contemplate”, “seek”, “goal”, or similar expressions, or may employ such future or conditional verbs as “may”, “might”, “will”, “could”, “should” or “would”, or may otherwise be indicated as forward-looking statements by grammatical construction, phrasing or context. All statements other than statements of historical fact contained in this news release are forward-looking statements. Forward-looking information is based on certain key expectations and assumptions made by the management of Victory Square. 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 them because Victory Square can give no assurance that they will prove to be correct. Actual results and developments may differ materially from those contemplated by these statements. The statements contained in this news release are made as of the date of this news release. Victory Square disclaims any intent or 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.*