

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

February 22, 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 GlobeNewswire on February 22, 2018.

Item 4 Summary of Material Change

The Company announced that, subject to all requisite regulatory approvals, it will acquire 28.5% of all issued and outstanding shares of Howyl Ventures Inc. ("Howyl"), and their decentralized project marketplace platform, Capaciti, for \$1,000,000 in total consideration (the "Purchase Price").

Pursuant to definitive share purchase and subscription agreements to be executed between the Company and the shareholders of Howyl, and the Company and Howyl, respectively, the Purchase Price will be paid and satisfied by the Company through cash installments totalling \$100,000 (the "Cash Consideration") by the Company and the issuance of 364,372 common shares in the capital of the Company (the "Consideration Shares") to the shareholder(s) of Howyl at a deemed issue price of \$2.47 per Consideration Share.

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

April 11, 2018

SCHEDULE "A"



VICTORY SQUARE TO ENTER DEFINITIVE AGREEMENTS TO ACQUIRE 28.5% OF HOWYL VENTURES INC.

*World's Premier Enterprise-Grade Decentralized Project Marketplace, "Capaciti",
to Be Scaled for Mass Adoption*

VANCOUVER, BRITISH COLUMBIA, CANADA (February 22, 2018) – Subject to all requisite regulatory approvals, Victory Square Technologies Inc. ("**Victory Square**" or the ("**Company**") (CSE:VST, OTC:VSQTF, FWB:6F6) will acquire 28.5% of all issued and outstanding shares of Howyl Ventures Inc. ("**Howyl**"), and their decentralized project marketplace platform, Capaciti, for \$1,000,000 CAD in total consideration (the "**Purchase Price**").

Pursuant to definitive share purchase and subscription agreements to be executed between the Company and the shareholders of Howyl (the "**Share Purchase Agreement**"), and the Company and Howyl (the "**Subscription Agreement**"), respectively, the aggregate Purchase Price will be paid and satisfied by the Company through cash installments totalling \$100,000 (the "**Cash Consideration**") by the Company and the issuance of 364,372 common shares in the capital of the Company (the "**Consideration Shares**") to the shareholder(s) of Howyl at a deemed issue price of \$2.47 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 February 21, 2018, the trading day preceding this news release announcing this 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 and Subscription Agreement also contain standard representations, warranties and covenants for transactions of this nature.

Capaciti will be the first enterprise-grade, decentralized project marketplace in the world. Its technology will fully complement the massive growth in digital freelancing, being driven by a convergence of connectivity, distributed skilled workers, a shift to output-oriented work, and the rise of "gig economy."

"Our mandate at Victory Square is to invest in and partner with game-changing technology companies that are redefining the markets in which they operate," said Victory Square's CEO, Shafin Diamond Tejani. "Howyl's existing global talent marketplace, combined with deep industry expertise and an exceptionally strong management and technical team, will bring Victory Square into another technology-driven vertical that will experience rapid growth over the next 10 years. The Howyl team has already demonstrated a successful track record of delivering projects using a distributed workforce model, with an alpha-version platform already being used internally to service existing client work."

"Automation, digital platforms, and other innovations are changing the fundamental nature of work," continued Shafin Diamond Tejani. "Howyl's 'Capaciti' marketplace will allow for a frictionless work environment to enable the digital support of enterprise clients, and the pipeline of global talent that services those clients."

The addressable market for Capaciti's initial service offering is substantial. In the U.S. alone, the digital design market is estimated at \$720bn/year, with 50% of that spend flowing to outsourced professionals (<https://www.comptia.org/resources/it-industry-trends-analysis>).

Howyl's 2018 focus will be to continue building its proprietary talent marketplace, while continuing to grow both its base of customers and suppliers. Howyl's projected revenue is already on-track to exceed \$3,000,000 in 2018.

"The Victory Square team is a leader in helping technology companies rapidly scale and expand into global markets, and as a result, they are the ideal partner for Howyl to facilitate our next stage of growth," states Marc Low, CEO of Howyl Ventures Inc. "Our vision of building a decentralized project marketplace for the enterprise, which addresses the changing nature of work, requires alignment with a strategic partner that can help us build and deploy our platform around the globe. Victory Square is the ideal partner for us in this respect."

In consultation with Victory Square portfolio company Blockchain Assembly Inc., Howyl will look to raise additional funds for the development and implementation of its blockchain-enabled platform by performing a token generation event. Victory Square is excited to expand its enterprise offerings and looks forward to building upon early success stories like Blockchain Technology Limited (BTL.V), the first publicly-traded blockchain company in Canada.

For further information about the Company, please contact:

Investor Relations Contact - Prit Singh

Email: prit@victorysquare.com

Telephone: 905-510-7636

Media Contact - Howard Blank, Director

Email: howard@victorysquare.com

Telephone: 604-928-6066

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.

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 Howyl 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.