

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

August 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 August 22, 2018.

Item 4 Summary of Material Change

The Company announced its approval to graduate to the OTCQX Best Market as a foreign issuer, with full DTC eligibility now in process. The Company's common shares are scheduled to commence trading on the OTCQX under the symbol "VSQTF" effective August 22, 2018.

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

Item 9 Date of Report

August 22, 2018



**VICTORY SQUARE TECHNOLOGIES GRADUATES TO THE
OTCQX BEST MARKET - TRADING AS "VSQTF"**

Simplified Trading, Enhanced Liquidity and Added-Value for U.S. Investors

VANCOUVER, BRITISH COLUMBIA, CANADA (August 22, 2018) – Victory Square Technologies Inc. (“**Victory Square**” or the “**Company**”) (CSE: VST, OTCQX: VSQTF, FWB: 6F6) is pleased to announce the Company’s approval to graduate to the OTCQX Best Market as a foreign issuer, with full DTC eligibility now in process. The Company's common shares are scheduled to commence trading on the OTCQX under the symbol "VSQTF" effective August 22, 2018.

Graduation to the OTCQX Best Market provides added service, value and convenience to U.S. investors, brokers and institutions seeking to trade "VSQTF" while DTC eligibility simplifies and accelerates the settlement process of daily trades. The OTCQX Best Market is OTC Markets Group's premier market for established, investor-focused U.S. and international companies. To be eligible, companies must meet high financial standards, follow best practice corporate governance, demonstrate compliance with U.S. securities laws, be current in their disclosure, and have a professional third-party sponsor introduction.

“As an emerging technology company with global aspirations in game-changing tech such as Artificial Intelligence, Blockchain, Virtual and Augmented Reality, we’re very pleased to join the OTCQX and the dynamic pipeline it gives us to U.S. and international investors,” said Shafin Diamond Tejani, Chief Executive Officer of Victory Square Technologies. “Without question this is a positive move for Victory Square and our portfolio companies, as the OTCQX enhances shareholder value through increased visibility and liquidity by attracting a broader range of retail and institutional investors, while upholding high standards for transparency.”

Victory Square was sponsored for the OTCQX by Clark Wilson LLP, a qualified third-party firm responsible for providing guidance on OTCQX requirements and recommending membership.

“We are pleased to welcome Victory Square Technologies, a member of the CSE25 index of the largest CSE-listed companies, to the OTCQX Best Market,” said Jason Paltrowitz, Executive Vice President of OTC Markets Group. “International companies on the OTCQX Market, on average, have increased U.S. ownership and improved liquidity in their home market, according to a recent study conducted by Oxford Metrica. Cross-trading on the CSE in Canada and the OTCQX Market in the U.S. will enable Victory Square Technologies to efficiently build global investor awareness and enhance disclosure in the U.S.”

For further information about the Company, please contact:

Investor Relations Contact - Prit Singh

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ABOUT VICTORY SQUARE TECHNOLOGIES INC.

Victory Square Technologies is an emerging technology accelerator. Victory Square portfolio companies are disrupting every sector of the global economy including Blockchain, Artificial Intelligence, VR/AR/MR, Gaming and Payments. 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 future performance by any portfolio company of the Company, the impact of any portfolio company’s performance 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.