

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

**Item 1 Name and Address of Company**

Victory Square Technologies Inc. (the “Company”)  
Suite 1080 - 789 West Pender Street  
Vancouver, BC V6C 1H2

**Item 2 Date of Material Change**

March 26, 2019

**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 March 26, 2019.

**Item 4 Summary of Material Change**

The Company announced the acquisition of eSports platform developer PiiK Games for \$1,000,000 CDN in total consideration.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

As mentioned in the item 4 hereinabove, the Company announced the acquisition of eSports platform developer PiiK Games for \$1,000,000 CDN in total consideration (the “Purchase Price”). The Purchase Price will be paid over a period of 36 months through the issuance of common shares in the capital of the Company on a quarterly basis. Each quarter, a partial payment of \$84,000 worth of common shares in the capital of the Company will be issued to the shareholders of PiiK Games Inc, at an issue price representing the closing price of the common shares of the Company on the Canadian Securities Exchange on the last day of the previous quarter, less a discount of 10%.

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**

March 27, 2019



## ESports Platform PiiK Games becomes part of the Victory Square Technologies portfolio

*...Vancouver-based accelerator specializing in emerging technologies reinforces its strong presence in the eSports and video gaming sectors*

**VANCOUVER, BRITISH COLUMBIA, CANADA (March 26, 2019)** – As part of its strategic focus on high-upside sectors such as eSports and emerging technologies such as Blockchain, Machine Learning, AI and VR/AR, Victory Square Technologies Inc. ("**Victory Square**" or the "**Company**") (CSE:VST) (OTC:VSQTF) (FWB:6F6) today announced the acquisition of eSports platform developer PiiK Games for \$1,000,000 CDN in total consideration (the "**Purchase Price**").

The Purchase Price will be paid over a period of 36 months through the issuance of common shares in the capital of the company on a quarterly basis. Each quarter, a partial payment of \$84,000 worth of common shares in the capital of the Company will be issued to the shareholders of PiiK Games Inc, at an issue price representing the closing price of the common shares of the Company on the Canadian Securities Exchange on the last day of the previous quarter, less a discount of 10%.

"We see this acquisition as being the perfect fit in our overall portfolio of more than 20 tech companies and as a natural complement to our existing investments in the gaming sector," said Shafin Diamond Tejani, CEO of Victory Square Technologies. "We certainly anticipate to benefit from the eSports sector's massive year-over-year growth. We believe PiiK's highly experienced management team and their strong track record in the e-gaming space makes this portfolio addition a great fit for our focus on the sector."

Tejani also noted that the acquisition of PiiK gives Victory Square the opportunity to incubate an early-stage local Vancouver company as an in-house product.

The eSports industry is migrating from niche to mainstream with a record-breaking year in 2018, one that has stoked the flames of bullish investor sentiment supported by growth continuing through 2019 including:

- Apex Legends has had 50 million players join the game in its first month <sup>(1)</sup>
- Fortnite player count reached concurrent player count of 10.7 million <sup>(2)</sup>
- 48% year-over-year growth industry growth <sup>(3)</sup>
- By 2021, revenues could reach \$1.65 billion <sup>(4)</sup>
- World-championships finals for League of Legends (top eSports game) attracted 74 million viewers in 2018 - significantly higher than the NBA finals <sup>(5)</sup>



- \$130 million in prize pools paid out in 2018 <sup>(6)</sup>
- Iconic sports names—from the New York Yankees and Houston Rockets to Robert Kraft and Magic Johnson—have bought in, along with Overactive Media in Toronto and Canucks Sports & Entertainment in Vancouver <sup>(7)</sup>

"It has been exciting to witness and be a part of the rapid growth in eSports in recent years," said Ted Mui, CEO of PiiK Games. "We believe our upcoming product will fulfill an untapped opportunity within the eSports ecosystem and further facilitate the growth of our industry. Our partnership with Victory Square Technologies will allow us to realize our goal of bringing this exciting new product to market."

A veteran in the gaming industry, Mui organized Canada's first mobile eSports event at the Bell Centre in Montreal. Previously, Ted has held positions at large gaming giants such as Zynga in China and Roadhouse Interactive in Canada before launching his first start-up in mobile eSports in 2015.

PiiK's planned platform and tools for the eSports ecosystem, targeting casual and competitive players, will add great value to the market.

Victory Square plans to build on its growing gaming portfolio represented by V2 Games, a streaming business that generates royalties by investing in gaming projects. The company financed the production of successful titles such as PAC-MAN Bounce (over 20 million downloads) and Pacific Rim: Breach Wars, and continues to earn royalties from the projects. <sup>(8)</sup>

Taking into consideration that most valuable eSports companies (Riot, Valve, Epic) are all game publishers (League of Legends, Counter Strike, Fortnite). Combining V2 Games and PiiK eSports brings together the right industry experience as well as hands-on video game skills and expertise to build towards becoming a successful eSports market leader to further capitalize on rapid-growing opportunities in the \$100 Billion gaming market. <sup>(9)</sup>

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- (1) <https://www.forbes.com/sites/insertcoin/2019/03/04/apex-legends-just-hit-50-million-players-in-its-launch-month-far-outpacing-fortnite/#281670dd4d5c>
- (2) <https://www.gamesindustry.biz/articles/2019-02-22-fornites-marshmellow-concert-beats-games-concurrent-player-record>
- (3) <https://newzoo.com/insights/articles/newzoo-global-esports-economy-will-reach-905-6-million-2018-brand-investment-grows-48/>
- (4) <https://newzoo.com/insights/articles/newzoo-global-esports-economy-will-reach-905-6-million-2018-brand-investment-grows-48/>
- (5) [http://www.espn.com/espn/story/\\_/page/instantawesome-leagueoflegends-141201/league-legends-championships-watched-more-people-nba-finals-world-series-clinchers](http://www.espn.com/espn/story/_/page/instantawesome-leagueoflegends-141201/league-legends-championships-watched-more-people-nba-finals-world-series-clinchers)
- (6) <https://esportsobserver.com/10-biggest-prize-pools-2018/>
- (7) <https://www.gamesindustry.biz/articles/2018-10-10-overactive-media-raises-usd21-5m-for-new-toronto-overwatch-league-team> and <https://www.cbc.ca/news/canada/british-columbia/meet-the-titans-canucks-backed-vancouver-esports-team-seeks-overwatch-league-glory-1.5009051>
- (8) <http://symbianone.com/2015/07/pac-man-bounce-launches-in-canada-and-australia/>



(9) <https://newzoo.com/insights/articles/global-games-market-reaches-137-9-billion-in-2018-mobile-games-take-half/>

**For further information about the Company, please contact:**

**Investor Relations Contact - Alex Tzilios**

Email: alexandros@victorysquare.com

Telephone: 778-867-0482

**Media Relations Contact –Howard Blank, Director**

Email: howard@victorysquare.com

Telephone: 604-928-6066

**ABOUT VICTORY SQUARE TECHNOLOGIES INC.**

Victory Square Technologies (VST) is an accelerator with 20+ portfolio companies focused on emerging technologies such as: Blockchain, Machine Learning, Artificial Intelligence and VR/AR. We have a proven process for identifying and investing in extraordinary start-ups who are working on innovative and disruptive projects in every sector of the global economy, including Finance, Health, and esSorts. We use our experience, expertise and resources to help grow and scale these portfolio companies, which results in explosive returns for VST and its shareholders. For more information, please visit [www.victorysquare.com](http://www.victorysquare.com).

**ABOUT PiiK GAMES**

The team at PiiK Games who enjoy extended experience, strong eSports track record, is currently working on a stealth product that will introduce a new way for casual and amateur gamers alike to compete, participate, and engage in live eSports events. ESports events and competitions is one of the fastest growing sectors within eSports, and is expected to reach a global audience of over 400 million by 2020. The team at PiiK Games who enjoy extended experience, strong eSports track record, is currently working on a stealth product that will introduce a new way for casual and amateur gamers alike to compete, participate, and engage in live eSports events. ESports events and competitions is one of the fastest growing sectors within eSports, and is expected to reach a global audience of over 400 million by 2020.

**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.